



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

AVVA Board of Directors Meeting

November 8, 2022

Double Tree by Hilton

8727 Colesville Rd., Silver Spring, MD

Call to Order:

President Sharon Hobbs called the meeting of the AVVA Board of Directors to order at 8:30 AM (EST) on Tuesday, November 8, 2022. The meeting was held in the Inspiration One Room at the Double Tree Hotel in Silver Spring, MD.

Opening Ceremonies:

President Hobbs recognized National Chaplain, Bobbie Morris, to deliver the invocation. A moment of silence was observed for POWs, MIAs, and all members of the military. Vice President, Kathy Andras then led the assembly in the *Pledge of Allegiance*.

Board of Directors' Roll Call:

Secretary Nina Schloffel called the roll.

President: Sharon Hobbs
Vice President: Kathy Andras
Secretary: Nina Schloffel
Treasurer: Kaye Gardner
Region 1: Vacant
Region 2: Bobbie Morris
Region 3: Hope Summers

Region 4: Joanne Blum
Region 5: Penny Meinhardt
Region 6: Deputy Barbara Coan
Region 7: Terri Rangel
Region 8: Excused
Region 9: Kelly Frederickson

A quorum was established.

Other Attendees / Guests:

Butch Frederickson (CA), VVA California State Council, Northern District Director
Fred Gasior(NY), VVA Chapter 126, President
Janice McCarver (MI), AVVA Chapter 1083
Barbara Miller, PRP (MD), National Parliamentarian (Remote Participant)
Nancy Montgomery (VA), Chair - AVVA National Elections Committee
Sung Bok Nam (PA), AVVA Chapter 126
Betty Pike (MI), AVVA Chapter 18
Susan Price (TN), Chair - AVVA National Finance Committee
Ann Rice (TN), Member - AVVA National Elections Committee
Diane Walker (MI), Chapter 1083



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Agenda:

President Hobbs proposed amending Agenda Section VII. General Orders to add subsection G., Appointment.

Motion (#1) – Moved by Region 5, Penny Meinhardt, and was seconded, to adopt the agenda as amended.

Motion Adopted By Unanimous Consent (10 aye, 0 no)

Director Resignation:

President Hobbs reported that Region 6 Director, Rick Talford, has submitted his resignation. President Hobbs asked the Board to accept Director Talford's resignation.

Motion (#2) – Moved by Region 3, Hope Summers, and was seconded, to accept the resignation of Region 6 Director, Rick Talford.

Motion Adopted By Unanimous Consent (10 aye, 0 no)

Region 6 Deputy Director, Barbara Coan stepped up to succeed Rick Talford as Region 6 Director. In accordance with AVVA policy President Hobbs administered the Oath of Office to Barbara Coan, AVVA's new Region 6 Director.

Officer and Board Reports:

President Hobbs commended the Regional Directors for submitting their quarterly reports on time. While the reports were very good, there were a few that were not regional reports. President Hobbs reminded the Board that regional reports are about what you, as an individual, did as a Regional Director. While Regional Directors are encouraged to participate in state and chapter activities, these are VISTA hours and should be reported as such. They do not belong in a Regional Director's Report.

Committee and Program Reports Updates:

There were no updates to Committee or Program Reports.

Motions:

A. ***Consent Calendar:*** Secretary Schloffel advised that no motions were submitted for the Consent Calendar.

B. Out of Committee Proposals:

Motion (#3) Moved by the Elections Committee, no second required, to accept the revised National Delegate Registration Form, form F-ELE05.02.

Motion Adopted By Unanimous Consent (10 aye, 0 no)



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Motion (#4) Moved by the Finance Committee, no second required, to change the title of Section 4 of the Policy and Procedures Manual from 'Accounting' to 'Finance and Accounting'.

Motion Adopted By Unanimous Consent (10 aye, 0 no)

Motion (#5) Moved by the Finance Committee, no second required, to move Travel from Section 12 into Section 4 and delete Section 12 from the Policy and Procedures Manual.

Motion Adopted By Unanimous Consent (10 aye, 0 no)

C. P & P Proposals:

- Note: the following key is used to identify proposed policy changes.
 - Delete Existing – affected text/entries are highlighted in gray and displayed with the strike through indicator, e.g. ~~XXOO xxxxxxxx~~
 - Insert New – proposed text/entries are typed in red and are not highlighted, or otherwise defined, e.g. **XXOO xxxxxxxx**

Motion (#6) – Moved by the Executive Committee, no second required, to change policy Section 1 subsection II.A.11 - .13 (.14) to inset new subsection 11 (text below) and renumber subsequent subsections as 12-14:

11. The National Vice-President has a commitment to the AVVA National Board of Directors. The National Vice-President will attend in-person meetings unless given an "excused" status by the National President. Failure to attend two (2) consecutive meetings may be considered as dereliction of duty. Such can result in a recommendation for resignation or institution of disciplinary action. Each "excused" absence will be considered on an event -by-event basis.

Amendment Offered:

11. The National Vice-President has a commitment to the AVVA National Board of Directors. The National Vice-President will attend in-person meetings unless given an "excused" status by the National President. Failure to attend two (2) consecutive meetings may be considered as dereliction of duty. Such can result in a recommendation for **voluntary resignation; or in a recommendation to the Disciplinary Committee for appropriate action.** ~~institution of disciplinary action.~~ Each 'excused' absence will be considered on an event -by-event basis.

Amendment Adopted By Unanimous Consent (10 aye, 0 no)

The Secretary moved, and was seconded, to accept Motion (#6) as amended:

To insert new subsection 11 (text below) and renumber subsequent subsections as 12-14.



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11. The National Vice-President has a commitment to the AVVA National Board of Directors. The National Vice-President will attend in-person meetings unless given an “excused” status by the National President. Failure to attend two (2) consecutive meetings may be considered as dereliction of duty. Such can result in a recommendation for voluntary resignation; or in a recommendation to the Disciplinary Committee for appropriate action. Each ‘excused’ absence will be considered on an event -by-event basis.

Amended Motion Adopted By Unanimous Consent (10 aye, 0 no)

Motion (#7) – Moved by the Executive Committee, no second required, to change Section 1 subsection III.A.15 - .17 (.18) to insert new subsection 15 (text below) and renumber subsequent subsections as 16-18.

15. The National Secretary has a commitment to the AVVA National Board of Directors. The National Secretary will attend in-person meetings unless given an “excused” status by the National President. Failure to attend two (2) consecutive meetings may be considered as dereliction of duty. Such can result in a recommendation for resignation or institution of disciplinary action. Each “excused” absence will be considered on an event -by-event basis.

Amendment Offered:

15. The National Secretary has a commitment to the AVVA National Board of Directors. The National Secretary will attend in-person meetings unless given an “excused” status by the National President. Failure to attend two (2) consecutive meetings may be considered as dereliction of duty. Such can result in a recommendation for **voluntary** resignation; or **in a recommendation to the Disciplinary Committee for appropriate action.** ~~institution of disciplinary action.~~ Each ‘excused’ absence will be considered on an event -by-event basis.

Amendment Adopted By Unanimous Consent (10 aye, 0 no)

The Secretary moved, and was seconded, to accept Motion (#7) as amended:

To insert new subsection 15 (text below) and renumber subsequent subsections as 16-18.

15. The National Secretary has a commitment to the AVVA National Board of Directors. The National Secretary will attend in-person meetings unless given an “excused” status by the National President. Failure to attend two (2) consecutive meetings may be considered as dereliction of duty. Such can result in a recommendation for voluntary resignation; or in a recommendation to the Disciplinary Committee for appropriate action. Each ‘excused’ absence will be



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considered on an event -by-event basis.

Amended Motion Adopted By Unanimous Consent (10 aye, 0 no)

Motion (#8) – Moved by the Executive Committee, no second required, to change Section 1 subsection IV.A.10-12 (.13) to insert a new subsection 10 (text below) and renumber subsequent subsections as 11-13.

10. The National Treasurer has a commitment to the AVVA National Board of Directors. The National Treasurer will attend in-person meetings unless given an “excused” status by the National President. Failure to attend two (2) consecutive meetings may be considered as dereliction of duty. Such can result in a recommendation for resignation or institution of disciplinary action. Each “excused” absence will be considered on an event -by-event basis.

Amendment Offered:

10. The National Treasurer has a commitment to the AVVA National Board of Directors. The National Treasurer will attend in-person meetings unless given an “excused” status by the National President. Failure to attend two (2) consecutive meetings may be considered as dereliction of duty. Such can result in a recommendation for **voluntary** resignation; or **in a recommendation to the Disciplinary Committee for appropriate action.** ~~institution of disciplinary action.~~ Each ‘excused’ absence will be considered on an event -by-event basis.

Amendment Adopted By Unanimous Consent (10 aye, 0 no)

The Secretary moved, and was seconded, to accept Motion (#8) as amended:

To insert new subsection 10 (text below) and renumber subsequent subsections as 11-13.

10. The National Treasurer has a commitment to the AVVA National Board of Directors. The National Treasurer will attend in-person meetings unless given an “excused” status by the National President. Failure to attend two (2) consecutive meetings may be considered as dereliction of duty. Such can result in a recommendation for voluntary resignation; or in a recommendation to the Disciplinary Committee for appropriate action. Each ‘excused’ absence will be considered on an event -by-event basis.

Amended Motion Adopted By Unanimous Consent (10 aye, 0 no)

Motion (#9) Moved by the Finance Committee, no second required, to revise Section 4, Finance and Accounting, and add a subsection for Travel. Draft of revised policy submitted with motion (see attachment).

Motion Adopted By Unanimous Consent (10 aye, 0 no)



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Motion (#10) Moved by the Elections Committee, no second required, to change Section 5 subsection I.B to strike the existing text and insert new language in its place.

I. ELECTIONS: *General Elections Rules – For All Levels*

B. Ballots must be used in all elections at all levels except in at-large elections where only one candidate comes forward. **(See Sec. 5 VIII. C.5 and bylaws article 7, 7.03)** **“when multiple candidates are running for the same office. If only one candidate comes forward at the State or Chapter level, the candidate can be declared elected by acclamation and ballots will not be required. Sign in sheets must be used at the State and Chapter level to verify attendance.”**

Motion (#10) Is Null And Void; In Conflict With The Bylaws

Motion (#11) Moved by the Elections Committee, no second required, to change Section 5 subsection II.F (.G) to insert text under a new subsection F and renumber subsequent subsection accordingly.

- F. It is MANDATORY that those seeking office in the National Election as an Officer, Regional Director, or Deputy Regional Director, must be present at the National Convention Election. A candidate may be excused from attending the election only with a valid excuse and accepted by the National Elections Chair. Good reasons are limited to:
- Death, illness, or severe injury to the candidate or a member of their immediate family.
 - Weather conditions that prevent the candidate from traveling to the Convention Election.
 - Any other reason must be individually requested. Such requests must be submitted to the National Elections Chair and considered on a case by case basis.

Amendment Offered:

- F. It is MANDATORY that those seeking office in the National Election as an Officer, Regional Director, or Deputy Regional Director, must be present at the National Convention Election. A candidate may be excused from attending the election only with a valid ~~excuse~~ ~~reason~~ ~~and~~ accepted by the National Elections Chair. ~~Good~~ **Examples of acceptable** reasons ~~are limited to~~ **are:**
- Death, illness, or severe injury to the candidate or a member of their immediate family.
 - Weather conditions that prevent the candidate from traveling to the Convention Election.
 - ~~Any~~ **Other reasons** must be individually requested. Such requests must be submitted to the National Elections Chair to ~~may be considered~~ on a case by case basis.

Amendment Adopted By Unanimous Consent (10 aye, 0 no)



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The Secretary moved, and was seconded, to accept Motion (#11) as amended:

F. It is MANDATORY that those seeking office in the National Election as an Officer, Regional Director, or Deputy Regional Director, must be present at the National Convention Election. A candidate may be excused from attending the election only with a valid reason accepted by the National Elections Chair. Examples of acceptable reasons are:

- a. Death, illness, or severe injury to the candidate or a member of their immediate family.
- b. Weather conditions that prevent the candidate from traveling to the Convention Election.
- c. Other reasons may be considered on a case by case basis.

Amended Motion Adopted By Unanimous Consent (10 aye, 0 no)

Motion (#12) Moved by the Elections Committee, no second required, to change Section 5 subsection III.A.4.a.b to revise text as follows:

4. Alternate delegates may be appointed...

- a. If an alternate delegate is required to attend a national convention ~~for any reason the elected delegate for whom they will serve must file the required Delegate Registration Form (F-ELE05.02) registering their alternate for that specific convention. If the elected delegate knows they are not attending the convention, they must indicate so on the form. This form must be sent to the national election chair, when registering for the convention~~ **in place of the elected delegate, the elected delegate must fill out form F-ELE05.02, sign, date, and send to the Elections Chair before the deadline printed on the registration form. This person will become the official voting delegate.**
- b. If an alternate is attending the convention for the purpose of being available **ONLY IF** needed, ~~they must be registered by their elected delegate, using the Delegate Registration Form (F-ELE05.02)~~ **the elected delegate must fill out form F-ELE05.02, sign, date and send to the Elections Chair before the deadline printed on the registration form.**

Motion Adopted By Unanimous Consent (10 aye, 0 no)

Motion (#13a) Moved by the Elections Committee, no second required, to change Section 5 subsection V.C.4 & .8 to modify text in subsection V.C.4.

ELECTIONS: State-Level Elections

C. ELECTION PROCESS – STATES

4. Any person who wishes to run for an incorporated state officer or a state representative position will file a "Letter of Intent to Run" with the current State Elections Committee chair, or the person who has been assigned to oversee the election, of at least ~~forty-five (45)~~ **thirty (30)** days before the date of the election. ***(You may find a sample letter at the end of this policy section)***

Motion (#13a) Adopted By Unanimous Consent (10 aye, 0 no)



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Motion (#13b) Moved by the Elections Committee, no second required, to change Section 5 subsection to strike all text in subsection V.C.8 and insert new text.

- 8. ~~All ballots used will be the ballots currently approved by the regional director having authority over the said state. (Incorporated states may create their ballots, but the regional director must previously approve such ballots. Generic ballots are available on the~~ "Ballots must be used when more than one candidate comes forward for the same office. If only one candidate comes forward at the State level, **they can be declared elected by acclamation and ballots will not be required.** Generic ballots can be found on the AVVA Website: www.avva.org/forms.html"

Motion (#13b) Is Null And Void; In Conflict With The Bylaws

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Business suspended at 10:05 am for Meeting Planner’s Report

Meeting Planner Report:

Meeting Planner, Wes Guidry provided the following information:

- Schedule of activities for the 40th Anniversary Celebration of the Vietnam Veterans Memorial (November 11, 12).
- Logistics of the 2023 move to the Double Tree Hotel at 8777 Georgia Ave.
- Preliminary details of the National Convention being held August 8, 2023 – August 12, 2023, at the Rosen Center in Orlando, Florida.

Wes answered questions from the Board, then concluded his report.

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Business resumed at 10:17 AM

Motion (#14) Moved by Region 3, Hope Summers, and seconded, to call for a recess.
Motion Adopted By Unanimous Consent (10 aye, 0 no)

President Hobbs called for a 15 minute recess at 10:20 AM (EST)

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President Hobbs called the meeting to order at 10:35 AM (EST)

Motion (#15) Moved by the Elections Committee, no second required, to change Section 5 subsection VI.C.7.a. - .b (.c) by deleting existing text and inserting new language, then resequencing remaining subsections (Change subsection ‘c’ to ‘b’, and ‘d’ to ‘c’).

VI. ELECTIONS: *Chapter Level Elections*



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C. ELECTION PROCESS – CHAPTERS

7. All ballots used will be the ballots currently approved by the state association president or the state representative in the state having authority over said chapter, or in the absence of a state level official, by the regional director. 'Ballots must be used when more than one candidate comes forward "for the same office. If only one candidate comes forward at the Chapter level, they can be declared elected by acclamation.' Generic ballots are available on the AVVA Website: www.avva.org/forms.html
Motion (#15) Is Null And Void; In Conflict With The Bylaws

Motion (#16) Moved by the Executive Board, no second required, to revise Section 6.1B.1 -.10. Draft of revised policy submitted with motion (see attachment)

Motion Adopted By Unanimous Consent (10 aye, 0 no)

D. Electronic Motions:

Electronic Motions: November 2022

IEM209 The secretary moves to adopt the minutes from the August 11, 2022, Annual Membership Meeting.

August 30, 2022 - MOTION ADOPTED WITHOUT OBJECTION

IEM210 The secretary moves to adopt the minutes from the August 8, 2022, Board of Directors Meeting

September 2, 2022 - MOTION ADOPTED WITHOUT OBJECTION

Motion (#17) Moved by the Treasurer, Kaye Gardner, and seconded, to confirm and enter into the permanent record, all electronic motions made between the August 2022 and the November 2022 Board Meetings.

Motion Adopted By Unanimous Consent (10 aye, 0 no)

General Orders:

A. Public Relations Presentation:

National Public Relations Committee Chair, Kelly Frederickson, introduced a program proposal from the Public Affairs Committee. The name of the proposed program is 'Taking AVVA to the Nation Through You Tube'.

Using the video sharing platform, You Tube, the committee proposes creating an AVVA You Tube channel. This You Tube channel would provide a venue for promoting AVVA programs, delivering training, and publicizing events. Another benefit is the potential for a new revenue stream.



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Fred Gasior (NY), President of VVA Chapter 126. noted that although this outreach model is the way of the future. AVVA should expect related production costs.

President Hobbs acknowledged President Gasior's comments and agreed that while cost is a valid concern, the Public Relations proposal has merit. President Hobbs then directed Public Relations to have a project outline ready to present to the Board by January 2023.

B. 2022 Leadership Follow-up:

President Hobbs noted that VVA reimbursed registration fees and lodging for the Leadership Conference. Accounting should have credited the funds back into our respective budgets. However, in some cases, a check or direct deposit was erroneously issued. Such funds should be returned to the National Office with instructions to put the amount back into your budget.

President Hobbs provided the following attendance statistics:

- 313 Total Conference Attendees
 - 74 AVVA
 - 230 VVA
 - 9 non-members

Seminars:

Kathy Andras and Nina Schloffel provided brief overviews on the two AVVA sponsored seminars - 3 Rs of Recovery and From Heartbreak to Hope.

Kathy noted that presenters at the 3 Rs seminar were well prepared and very professional. As VISTA Program Chair, Kathy observed that seminar attendees came away with a better understanding of the program. Since the Leadership Conference, Kathy found that our members demonstrate a renewed commitment to track and submit VISTA hours. Kathy believes that each of the other presenters would have similar observations regarding their programs.

AVVA's second seminar introduced the new program, 'From Heartbreak to Hope'. Presenters Sharon Hobbs and Nina Schloffel described how the program uses peer support groups to provide emotional and practical support to our grieving members and their families. Program advisor, Dr. Tom Hall guided attendees through exercises that exposed them to sharing feelings in a group setting. The seminar generated considerable interest in the 'From Heartbreak to Hope' program. Nina noted that she has since conducted two training sessions for the program and has another scheduled for late November.

Project Friendship:

Project Friendship Chair, Kaye Gardner, reported that donations for Project Friendship totaled \$18,085.00. This is the highest amount collected for Project



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Friendship.

Product Sales:

Product Sales Chair, Penny Meinhardt, informed the Board that the Leadership Conference generated \$863.20 in sales.

C. National Elections:

National Elections Committee Chair, Nancy Montgomery, shared the following elections deadlines:

- Delegate Registration – Emailed or postmarked by July 8, 2023.
- National Candidates Registration – Accepted between January 1, 2023, and April 1, 2023

Nancy reminded prospective candidates to register at their first opportunity. In the interest of fairness, no one should declare their intent to run at the last minute.

D. Budgets:

Budgets are due December 15th. A mandatory budgets workshop is scheduled for Thursday, November 10th at 9 :00 AM in the Harbison Room. Finance Chair Susan Price is conducting the workshop.

E. Dual Member Pins:

President Hobbs presented a design proposal for a dual member pin. The pin will be introduced at the National Convention. During the. Convention, existing dual members can pick up their pins at the AVVA office. The pins will eventually be included in membership packets for new dual members. Exclusive of setup and shipping, our cost for the pins is \$1.89 each. Since AVVA currently has about 600 dual members, President Hobbs suggested an initial purchase of 1000 pins.

Motion (#18) Moved by Region 2, Bobbie Morris, and seconded, to purchase 1,000 dual member pins at a cost of \$1.89 each.

Motion Adopted By Unanimous Consent (10 aye, 0 no)

F. Veterans Day Schedule:

Buses to the Wall depart at 11:00 AM. The ceremonies begin at 1:00 PM. AVVA President Hobbs and VVA Secretary Bill Meeks will represent both organizations by jointly laying a wreath at the Wall. AVVA will also lay a wreath at the In Memory Plaque.

VVA is hosting a reception Friday night at 4:00 PM. Food for the reception will be in two



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locations; the main floor of the National Office and at the second floor library. During the reception, VVA is also dedicating the Tom Corey Room and rededicating the George Duggins Room.

Saturday at noon, AVVA is hosting a luncheon for the VVA Board. After the luncheon, AVVA 's role in Veteran's Day activities is over.

G. Appointment:

Motion (#19) President Hobbs moved, and was seconded, to appoint Nina Schloffel as program chair for 'From Heartbreak to Hope'.

Motion Adopted By Unanimous Consent (10 aye, 0 no)

Motion (#20) Moved by the Treasurer, Kaye Gardner, and seconded, to recess for lunch until 1:30 PM.

Motion Adopted By Unanimous Consent (10 aye, 0 no)

At 12:00 PM, President Hobbs called a recess for lunch until 1:30 PM (EST)

=====

President Hobbs called the meeting to order at 1:30 PM (EST)

2023 Convention:

- A. Awards: Mary Anne Newman Kathy Andras, Advisor
 - Nominations for all awards must be postmarked or emailed by May 31, 2023.
- B. Bags: Sharon Hobbs
- C. Bylaws: Barbara Coan Barbara Miller, Advisor
 - Bylaws Proposals will be accepted from December 1, 2022, through April 1, 2023.
- D. Bylaws Tutorial: Kelly Frederickson Barbara Miller, Advisor
- E. Bylaws Computer: Nina Schloffel
- F. Convention Rules: Joanne Blum Barbara Miller, Advisor
Jennifer Ellis
- G. Credentialling: Nancy Montgomery Sharon Hobbs, Advisor
Terri Rangel
Joanne Blum
Susan Price



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- H. Election Rules: Nancy Montgomery Barbara Miller, Advisor
- I. Information Booklet: Nina Schloffel Sharon Hobbs, Advisor
- J. Luncheon: Hope Summers Kaye Gardner, Advisor
Kelly Frederickson
Sue Crego
- K. Office: Nina Schloffel
- L. Product Sales: Penny Meinhardt Kathy Andras, Advisor
Bobbi Heidenrich
- M. Project Friendship: Kaye Gardner

President Hobbs asked the Board to consider the Agent Orange Birth Defects Registry as AVVA's 2023 Project Friendship.

Motion (#21) Moved by Region 7, Terri Rangel, and seconded, to accept the Agent Orange Birth Defects Registry as AVVA's 2023 Project Friendship.

Motion Adopted By Unanimous Consent (10 aye, 0 no)

- N. Registration: Nancy Montgomery Sharon Hobbs, Advisor
Terri Rangel
Susan Price

O. Registration Costs:

President Hobbs proposed a registration fee of \$65.00. Discussion followed to determine if there should be a cost increase for on-site registration. Consensus was that there should be no cost increase for on-site registration.

Motion (#22) Moved by Region 7, Terri Rangel, and seconded, to accept the registration fee for the National Convention in August at \$65.00.

Motion Adopted By Unanimous Consent (10 aye, 0 no)

P. Registration Form:

President Hobbs presented a design for the 2023 Convention Registration Form.

Motion (#23) Moved by Region 7, Terri Rangel, and seconded, to accept the proposed Convention Registration Form with the on-site registration cost removed.

Motion Adopted By Unanimous Consent (10 aye, 0 no)

- Q. Questionnaire: Bobbie Morris Sharon Hobbs, Advisor



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Nancy Rekowski

R. Delegates – the following Board members and committee chairs are delegates to the 2023 National Convention:

- Kathy Andras – State, Louisiana
- Joanne Blume – At Large, Florida
- Barbara Coan -AT Large, Missouri
- Penny Meinhardt – State, Michigan
- Nancy Montgomery – Chapter 969
- Bobbie Morris – Chapter 862
- Susan Price – Chapter 203
- Terri Rangel – Chapter 574
- Hope Summers – Chapter 523

Announcements:

If business permits, the Board will take holiday time from December 16th to January 2nd.

There is no January Board Meeting. Should the need arise for the Board to meet, we will do so virtually.

The next Board Meeting is scheduled for April 20, 2023.

Adjourn:

Having no further business, President Hobbs adjourned the November 8, 2022, Board of Directors Meeting at 2:25 PM (EST). The Board was put on notice to meet at the call of the President, if the need arises, over the next five days.

Submitted by,

Nina D. Schloffel
AVVA National Secretary

Attachments

DRAFT: Section 4 - Finance and Accounting

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P&P MANUAL SECTION 4

FINANCE & ACCOUNTING

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Associates of Vietnam Veterans of America, Inc.

POLICIES and PROCEDURES

§ 4

I. FINANCE & ACCOUNTING: Policy and Procedures

- A. **PURPOSE:** to establish a policy and a set of procedures for the proper handling, recording, reporting, and safeguarding of AVVA's assets. Forthwith known as the Corporation.
- B. **RESPONSIBILITY:** The National Treasurer, in conjunction with the Finance Committee, shall be responsible for the proper performance of, and adherence to these Policies and Procedures.
- C. **ACCOUNTING METHOD:** The prescribed method of accounting shall be the Cash Method of Accounting.

II. FINANCE & ACCOUNTING: Records and Standard Practices

- A. **RECORDS:** Shall refer to the official financial ledgers, checkbook, insurance policies, financial papers, Finance Committee minutes and reports, tax filings, and all other documents related to financial matters of the Corporation.
- B. **STANDARD PRACTICES**
 - 1. The National Corporation shall conform to all appropriate federal, state, local, and District of Columbia laws.
 - 2. All federal, corporate, and tax reporting requirements, including the IRS 990 Tax Return, shall be completed to meet IRS, state, and local government deadlines.
 - 3. The Corporation shall maintain complete and accurate financial records in accordance with Generally Accepted Accounting Principles (GAAP).
 - 4. All disbursements shall be made by check or electronic deposit. Under no circumstances will cash be dispensed for any reimbursements or payments.
 - 5. All financial records shall be the property of the National Corporation and must be available at the request of the Board of Directors.
- C. **CORPORATE DOCUMENTS:** The National Treasurer shall be responsible for the filing and safeguarding of the following documents, to be kept on file at the National Office which is housed within the VVA National Office:
 - 1. Internal Revenue Service letter assigning the Federal Employer Identification Number.
 - 2. Internal Revenue Service Group Tax Exempt Letter.
 - 3. National Annual Financial Statements.



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4. National Annual Budget.
5. All National Corporation correspondence of a financial nature.

III. FINANCE & ACCOUNTING: *Financial Records*

- A. Through a Memorandum of Understanding (MOU) that exists between AVVA and VVA, the VVA Accounting Department will:
 1. Handle all AVVA accounting functions for which AVVA is billed monthly and annually.
 2. Maintain all AVVA accounting records at VVA's National Office:
 - a. General Ledger
 - b. General Journal
 - c. Cash Receipts Journal
 - d. Check Register
 - e. General Fund/Operating Account
 - f. Certificates of Deposit
 - g. Money Market Accounts
 - h. Bank Statements and Reconciliations

IV. FINANCE & ACCOUNTING: *Accounts Payable*

- A. ACCOUNTS PAYABLE PROCEDURES
 1. All invoices, other obligations, and reimbursement forms are to be sent to the VVA's National Accounting Department. The department will forward such documents to the National President and Treasurer for approval before payment.
 2. All checks require two (2) signatures. The President, Vice President and Treasurer's signatures will be on the checking account.
- B. A copy of all reconciled monthly bank statements will be sent electronically to the Finance Chair, Treasurer, and the President of the Corporation.
 1. The Finance Chair and the President will receive monthly electronic Unaudited Financial Statements. The Finance Committee should receive electronic quarterly Unaudited Financial Statements to include Statement of Financial Position, and a check register.



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V. FINANCE & ACCOUNTING: *AVVA Credit Card*

A. CREDIT CARD HOLDERS

1. The Corporation has authorized AVVA credit cards to be used by AVVA officers whose duties are expected to take them on the road frequently or who are expected to have credit card availability in the performance of their duties.
2. At no time may a cardholder use an AVVA credit card for non-AVVA business or personal use.

B. PAYMENT

1. A copy of the cardholder's Credit Card Expense Form (F-FIN04.02), along with corresponding receipts, and expense coding will be sent electronically to the National Finance Department when requested.
2. The VVA Accounting Department will pay these bills in accordance with normal invoice processing, thus eliminate the possibility of "late charges".

C. DELINQUENCY OF THE CREDIT CARD EXPENSE REPORT

1. The VVA Accounting Department will advise the AVVA Treasurer as to whether all cardholders have submitted their credit card expense reports.

VI. FINANCE & ACCOUNTING: *Financial Reporting Procedures*

A. THE NATIONAL CORPORATE TAX RETURN

1. The IRS 990 tax return for the National Corporation must be filed by the fifteenth (15th) day of the fifth (5th) month after the close of AVVA's fiscal year. Therefore, the deadline to file the tax returns is July 15th of each year.
2. After completion, the AVVA National President, Treasurer, Finance Committee Chair, and a member of the VVA Accounting Department, shall review the 990 before it is submitted to the Board for final approval. Once approved, the President will notify the CPA that the 990 is ready to file with the IRS.
3. Once the 990 has been accepted by the IRS, an electronic copy will be sent to the webmaster for posting.

B. INCORPORATED SUBSIDIARIES TAX RETURN

1. Subsidiaries are required to file the IRS Form 990N (E-Postcard), IRS Form 990EZ, or IRS Form 990.



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2. Proof of IRS form submission must be attached to the Annual Financial Report. The report shall be sent to the VVA Accounting Department.

C. INCORPORATED ANNUAL FINANCIAL REPORTS

1. Subsidiaries are required to submit their Annual Financial Report and proof of their IRS filing, as outlined above, by the deadline date determined and announced each year by the National Finance Committee. The Annual Financial Report consists of form F-FIN04.06, which is available on the national AVVA website, www.avva.org/forms.html.
 - a. During an AVVA election year (odd numbered years), the Annual Financial Report must be received by the VVA Accounting staff member at least sixty (60) days prior to the National Convention.
 - b. During a non-election year (even numbered years), the Annual Financial Report, and accompanying proof of IRS tax filing, must be received by the VVA accounting department and the Finance Committee Chair no later than July 15th.
2. The VVA accounting department shall maintain records of the reports received from the incorporated subsidiaries.

D. FAILURE TO COMPLY

1. Subsidiaries that are non-compliant may be subject to suspension of their Charter, and loss of Delegate voting privileges.
2. Non-compliant subsidiaries will be subject to revocation of incorporated status within their state and tax exempt status with the IRS.

VII. FINANCE & ACCOUNTING: *IRS Group Exemption*

- A. The IRS requires that by December 1st of each year the Corporation must send the items listed below to the IRS:
 1. A list showing the names, mailing addresses (including postal zip code), actual addresses if different, and Employer Identification Numbers of subsidiaries that since our previous report have:
 - a. Changed names or address, or,
 - b. Have been deleted from our roster, or,
 - c. Have been added to our roster
 2. If applicable, a statement that AVVA's group exemption roster did not change since our previous report.



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VIII. FINANCE & ACCOUNTING: *Budget Process*

1. The Finance Committee will coordinate and develop an Annual Budget.
2. The Finance Chair will notify the Board of Directors of the upcoming budget cycle by October 1st of each year.
3. The Finance Committee will send the proposed budget to the Board of Directors for review by February 28th.
4. The final budget proposal will be presented to the National Board during the April Board meeting; once approved, the chair must finalize annual figures and present the balanced budget to the VVA Accounting Department.
5. Until the proposed budget is accepted by the Board of Directors, the current budget will remain in place.

IX. FINANCE & ACCOUNTING: *Travel – General Provisions*

A. PURPOSE

1. The purpose of this policy is to establish a set of procedures for travel related expenses. This policy applies to all persons traveling using Corporate funds.

B. TRAVEL

1. The AVVA board of directors, in conjunction with the Finance Committee, shall determine the number of funded board meetings per year.
2. **ALL** travel is subject to available funds in each board member's individual budget. Any travel that requires additional funding, will require advance approval by the AVVA National President and the National Treasurer. The person planning to travel should submit the request to the AVVA Treasurer at least twenty-one (21) days prior to travel, or as far in advance as possible, within that time. If the request requires the reassignment of funds, or additional funds, the National Treasurer will immediately notify the National President of the request so that a timely decision to approve or deny the request can be made.

NOTE: *As an AVVA Board Member, or as a Committee Chair, it is crucial to keep your own informal running tally of all your expenses within each budget year. This will enable you to know when, or if, you will have a problem with a travel request.*

C. TRAVEL DURING AN ELECTION YEAR



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1. During an election year, only one-half of the approved budget for travel is available to each Board Member before the national elections. The only exception is the travel to the convention.

X. FINANCE & ACCOUNTING: *Travel - Transportation*

A. AIR TRAVEL

1. Travel for official AVVA business will be paid for or reimbursed at the actual cost of the trip. The cost of a trip will include, but not necessarily be limited to:
 - a. Airline ticket (equivalent of coach or economy; upgrades are out of pocket).
 - b. Baggage fees. One (1) checked bag.
 - c. Mileage to and from home and the airport.
 - d. Airport parking.
 - e. Taxi/shuttle or other paid ride to and from the hotel and airport.
2. Whenever possible, airline tickets should be purchased in advance of travel within "best price" rate periods for advance purchase (*usually twenty-one (21) days or more before a flight*). Flight reservations may be made by the individual with a request for reimbursement or through Let's Travel, (337-364-4444), who will make the arrangements and bill AVVA directly.

B. TRAVEL BY VEHICLE

1. Travel by vehicle will **not** be reimbursed in an amount higher than the total cost of air travel for the same destination (refer to X.A.1). Exceptions will be considered on a case-by-case basis by the National President and the National Treasurer.
2. Mileage is based on the current IRS rate.

XI. FINANCE & ACCOUNTING: *Travel - Lodging*

A. LODGING

1. Hotel reservations for Annual Meetings and BOD meetings will be made through the VVA Event Planner, on the VVA website E-reservations page (<https://vva.org/e-room-reservations/>) **at least** thirty (30) days before the event date. Reservations made on your own are not encouraged and would require reimbursement after the fact. Reservations made on your own may also result in you not being listed as part of the group rate, therefore resulting in higher room charges, which portion will not be reimbursed.



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2. AVVA will pay room cost at the negotiated VVA rate.

XII. FINANCE & ACCOUNTING: *Travel – Board & Program/Committee Chair Travel*

A. REGIONAL TRAVEL

1. The Regional Director (or Deputy) will make all arrangements and reservations for trips within their region. Travel must be pre-approved. Payment is either an advance partial payment or full reimbursement after the fact.
2. AVVA will pay room cost.
3. Funds are budgeted for regional travel in the Director's (or Deputy's) elected region only.

B. PROGRAM/COMMITTEE CHAIR TRAVEL

1. The Program/Committee Chair (or designee) will make all arrangements and reservations for the trip. Travel must be budgeted and pre-approved. Payment is either an advance partial payment or full reimbursement after the fact.
2. AVVA will pay room cost.

XIII. FINANCE & ACCOUNTING: *Travel – Other Approved Expenses*

A. PER DIEM

1. Per Diem will be paid to all approved attendees of AVVA functions at the rate of \$45.00 per day, including travel days.
2. Approved functions include:
 - a. Regular or special-called Board of Directors' Meeting
 - b. National Convention
 - c. National Leadership and Education Conference
 - d. Regional travel for official AVA business
 - e. Other travel that has been pre-approved by the National President and the National Treasurer

XIV. FINANCE & ACCOUNTING: *Travel – Methods of Payment & Reporting*



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A. AVVA uses a direct deposit method of paying reimbursements and advanced payments of AVVA expenses. Checks may be sent, if unavoidable, on a temporary basis. Upon election or appointment, information must be provided for direct deposit to the VVA Accounting Department. Failure to do so, may result in a delay of payment.

B. REIMBURSEMENT OR ADVANCED PAYMENT

1. Reimbursement of authorized expenses must be requested by submitting *the Request for Reimbursement Form (F-FIN04.01)* with all receipts attached.
2. The Request for reimbursement must be sent to the VVA Accounting Department, (person designated on the form) and the National Treasurer within thirty **(30) calendar days** after the completion of travel
3. Any reimbursement request submitted after the thirty (30) day deadline will not be paid unless reasonable grounds are determined by both the National President and the National Treasurer.
4. Advance funds may be requested to conduct AVVA official business by submitting the Expense Reimbursement Form *(F-FIN04.01)*. This request must be sent to the VVA National Office staff person designated on the form and to the National Treasurer, at least **fourteen (14) calendar days** prior to the need for the funds. This request must be accompanied by a list of estimated expenses. Receipts will be required within thirty (30) days after the travel is concluded.

C. AFTER ACTION & SPECIAL ADVISOR REPORTS

1. After Action Reports will be submitted to the National Vice President and the National Treasurer within fifteen (15) days after any travel that has been paid for by AVVA (**Exception: BOD meetings and Convention**). Failing to submit *After Action Reports* may result in denial of any future requests to travel.
2. *Special Advisor Reports* are required for VVA committee meetings attended during regular board meetings. These reports must be filed with the National Vice President within fifteen (15) days of returning home from the board meeting. Failure to file *Special Advisor Reports* may result in reduction of or denial of per-diem for future board meetings.

XV. FINANCE & ACCOUNTING: *Travel – Uncovered Expenses*

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

1. Airline seat upgrades.



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2. Airline fees for more than one (1) checked bag unless required to transport AVVA materials or products to an AVVA function, where shipping is more expensive or is not an option. This exception will require approval from the National President and the National Treasurer.
3. Oversize or overweight baggage charges unless the weight is due to transport of AVVA materials or products to an AVVA function, where shipping is more expensive or is not an option. This exception will require approval from the National President and Treasurer.
4. Charges resulting from “no show” fees from hotels. Persons who do not check in on the arrival date booked and who have not cancelled their reservation within the time limits provided by the hotel, will be held responsible for any charges billed to AVVA due to the “no show” status. (*Typically, this is one night’s room and tax.*)
5. Expenses incurred by Officers and Board members for travel to state meetings in the state in which they reside are not covered by the national budget if the person traveling is a state officer.

XVI. FINANCE & ACCOUNTING: *Deceased Member Protocol*

A. IMPLEMENTATION

1. Upon notification of the death of (a) a current, or past, National Officer, (b) a current National Regional Director, or (c) a current State President or Representative, the AVVA President may designate one person to attend the services at AVVA expense.
2. ***Flowers or donations on behalf of the deceased will not exceed \$150 to be paid from the President’s Cost Center, Miscellaneous expense line.***

XVII. FINANCE & ACCOUNTING: *Benevolence Policy*

A. PURPOSE

1. The Corporation’s Benevolence Fund is a budgeted fund that is available to members, and their families, who need financial assistance due to illness, natural disaster, or other unforeseen circumstances.

B. FUNDING

1. The Benevolence Fund is allocated \$1,000 at the beginning of each of fiscal year. At the end of the fiscal year, any unused funds shall be rolled back into the general fund. Oversight of the fund is by the AVVA National Board of Directors.



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C. IMPLEMENTATION

1. Requests for assistance shall be brought before the National Board for approval. If approved, assistance will be awarded in increments of \$100, up to \$1,000.
2. Program beneficiaries shall be ineligible for further assistance for two (2) years.
3. The application can be found on the AVVA website.

DRAFT

DRAFT: Section 6 Administrative - EMAIL MOTIONS BETWEEN BOARD MEETINGS

B. EMAIL MOTIONS BETWEEN BOARD MEETINGS

1. The members of the AVVA National Board of Directors (BOD) recognize that due to the geographical diversity of the Board, business will need to be conducted and management decisions made between regular board meetings. The following guidelines have been established concerning Electronic Motions (E-motions) and will apply only during time frames NOT within fourteen (14) business days of the date of a scheduled BOD meeting.
2. When E-motions are made via email, the motion maker shall send the motion to the National Secretary.
3. The National Secretary will print the email for filing in the National Office. The National Secretary will, as soon as is possible, send the exact wording of the motion to the members of the BOD in the form of an email, that requests a second, or if the motion is coming out of a committee, states that no second is required.
 - a. Example: *"We have a motion out of the Elections Committee to _____.
No second is required."*
 - b. Example: *"We have a motion by member John Smith to _____. This motion will require a second"*.
4. A discussion interval will be set at the time the motion is sent to the BOD. Or, if a second is required, a discussion interval will be set at the time the second is made. Discussion intervals will be forty-eight (48) hours. During the discussion interval, the National Secretary will prepare the information needed for form F-Adm06.03. The information will be emailed to each voting Board member.
 - a. Board members shall provide a copy of their respective signatures to the National Secretary. The Secretary will use these signatures to create a unique electronic copy of form F-Adm06.03 for each Board member.
 - b. These unique forms F-Adm06.03 will contain the scanned legal signature of the individual who will be submitting the form as their official vote.
 - c. Each Board member will be emailed their individualized form F-Adm06.03.
 - d. Board members are expected to store these forms in a secure file.
5. During the discussion interval every member of the Board shall acknowledge receipt of the motion, by sending a response using the email option "reply all". Replies are expected of each Board member, regardless of whether they have any comments or questions on the motion. This will establish a quorum of participation.
 - a. If the motion is non-confrontational in nature, and a quorum has been confirmed, the President may, after twenty-four (24) hours of discussion move, via e-mail, that the E-motion be adopted without objection. When that happens, a member of the Board shall respond with the statement, "No Objections". When a Board member responds with "No Objections" the motion is adopted, and no vote is required.

6. Once the discussion interval has ended, the National Secretary will notify the Board members that they must now vote on the motion and will include the information needed for the voting form. Board members will use the email option “reply all”, or similar function when voting. Voting intervals will be twenty-four (24) hours unless approved circumstances require more time.
 - a. Board members shall fill out their voting form (F-Adm06.03) to include all necessary information. The form shall be attached to the email in which they are voting.
 - b. While the voting email must be received within the published deadline, if circumstances prevent the Board member from sending their voting form attached to said email the National Secretary *must* receive the voting form within forty-eight (48) hours of the end of the designated voting interval.
7. Once the e-vote has concluded the National Secretary will respond with the outcome of the vote, and a statement that the E-Motion has either passed or failed.
8. The National Secretary shall make sure all votes are received and copied and shall attach the printed original email of the maker to the vote forms. The E-Motion form packet shall be numbered and filed in the National Office at the time of the next scheduled board meeting.
9. All E-motions shall be recorded in the motion log(s) appropriate to the subject of the motion. All E-motions shall be listed and reaffirmed at, and recorded into the minutes of, the next scheduled board of directors meeting.
10. If the initial vote *responses* do not total 2/3 of the current Board members, the E-motion shall be recorded as defeated without a vote. If a quorum is achieved, as with any motion, 51% of the responding members is required to pass.