

Veterans of Foreign Wars Ohio Charities

Meeting Minutes

February 24, 2024

Opening

The VFWOC off-site board meeting at the Embassy Suites by Hilton, Columbus, Ohio, was called to order by Chairman Wiley on February 24, 2024, at 0800.

Present

John Wiley, Chairman

Colleen Wiley, President

Kari Pfeifer, Sr. Vice President

Mike Milam, Jr. Vice President

Ray Schafer, Judge Advocate

Jose Torres, Surgeon

Pam Robinson, Treasurer

Chris Haynes, 1-year Director

Jim Hordinski, 3-year Director

Steve Duncan, 4-year Director/Secretary

Iris Foster DeNieuwe, Executive Director

Jon Greene, Advisor

Absent

Tom Leininger, 2-year director

Steven Atwood, Advisor

Chris Cline, Advisor

Old Business

None.

New Business

Housekeeping Items

1. Executive Director Foster DeNieuwe handed out and reviewed an agenda for the meeting.
2. VFWOC has successfully moved from suite 505 to suite 508 per Executive Director Foster DeNieuwe.
3. VFWOC will work toward developing a new contract for VFW posts that wish to create their own 501(c)(3).
4. Executive Director Foster DeNieuwe mentioned that HQ has IT issues and cannot remove Robin Atkinson from outgoing emails.

Revision of Bylaws

1. Jim Hordinski made a motion to remove “The authority for the VFWOC shall be lodged in the Council of Administration. VFW Department of Ohio and” From Article II - Authority, Section 1. Jose Torres seconded the motion. Motion carried.
2. Executive Director Foster DeNieuwe stated that VFWOC does not have a mission statement. Article IV – Mission was taken from the IRS code, and Executive Director Foster DeNieuwe will propose changes to be discussed at the next off-site in May 2024.
3. Executive Director Foster DeNieuwe recommended that the board, and our legal advisor, review Article V – 501(c)(3) IN EXEMPTION. Any suggested changes should be brought to the meeting in May 2024.
4. Steve Duncan made a motion to remove Article VII- Board of Directors, Section 3, Paragraph A(1)(a): “Have and exercise general supervision of the affairs of the VFWOC, employ personnel...”. Kari Pfeifer seconded the motion. Motion carried.
5. Executive Director Foster DeNieuwe stated that the board had previously discussed that elected directors were to serve their 4-year term and could not succeed themselves.
6. Chris Haynes made a motion to remove from Article VII- Board of Directors, Section 3, Paragraph B: “Such Directors may be elected to succeed themselves.” Ray Schafer seconded the motion. Motion carried.
7. A discussion was held to clarify Article VII- Board of Directors, Section 3, Paragraph B(2) to reflect how the election cycle is conducted more accurately. Steve Duncan made a motion to remove “Four Directors at Large shall initially be elected for terms of one (1), two (2), three (3), and four (4) years and thereafter”. Chris Haynes seconded the motion. Motion carried.
8. A discussion was held on how to conduct voting in the future; the board felt participation could have been higher. Chris Haynes made a motion to amend Article VII- Board of Directors, Section 4, Paragraph A to read, “...VFWOC HQ will compile all candidate(s) electronic and hard copy ballots will be sent out to contracted agents in good standing by October 15th...”. Jim Hordinski seconded the motion. Motion carried.
9. A discussion was held regarding what are the “standards of conduct adopted by the Board of Directors” in Article VII - Board of Directors, Section 5, Paragraph A. Mike Milam made a motion to amend this section to read, “...only if by reason of sickness or disability and is unable to serve or has violated **accepted** standards of conduct.” Kari Pfeifer seconded the motion. Motion carried.
10. A discussion was held on whether advisors to the board should have voting rights.
11. Executive Director Foster DeNieuwe recommended that the board meet quarterly.
12. Executive Director Foster DeNieuwe stated that Article IX - Committees, Section 3 is no longer accurate or applicable and should be removed or amended. Jim Hordinski made a motion to remove the entire section. Jose Torres seconded the motion. Motion carried.
13. Jim Hordinski made a motion to amend Article IX, Section 4, Paragraph E, to read, “Shall not receive any stated salary for their service as such, by resolution of the board of directors, reimbursement for expenses as stated in the policy.” Ray Schafer seconded the motion. Motion carried.
14. Chris Haynes made a motion to remove Article XIII, Section 1. Kari Pfeifer seconded the motion. Motion carried.

15. Executive Director Foster DeNieuwe recommended the board have an attorney review Article XV – Indemnification. Chairman Wiley agreed and recommended that the board get input from Chris Cline.
16. Chris Haynes made a motion that if the attorneys agree that Section XV - Indemnification does not need to be in VFWOC's bylaws, it should be removed. Jim Hordinski seconded the motion. Motion carried.
17. Chris Haynes made a motion to add “at the annual January meeting.” to the end of Article XVI – By-Laws, Section 2. Jim Hordinski seconded the motion. Motion carried.

Revision of Operations Policy

1. Executive Director Foster DeNieuwe expressed concerns about field agents bypassing control measures (i.e., frozen charity accounts). Agents with accounts frozen by VFWOC will receive a certified letter and email notification.
2. Steve Duncan made a motion to amend Article IV – Operation Responsibility, Section 6, Paragraph C to read, “Donations can be made for honor guard operations, but cannot be deposited into an honor guard account.” Kari Pfeifer seconded the motion. Motion carried.
3. Kari Pfeifer made a motion to remove Article IV – Operation Responsibility, Section 6, Paragraph G. Chris Haynes seconded the motion. Motion carried.
4. Chris Haynes expressed dissatisfaction at the idea of field agents not being permitted to use charity funds to pay the dues of a sick or needy member. Several board members agreed.
5. Mike Milam made a motion to remove Article IV – Operation Responsibility, Section 7, Paragraph D(6)(a). Jim Hordinski seconded the motion. Motion carried.
6. Kari Pfeifer made a motion to remove “per 50 members” from Article IV – Operation Responsibility, Section 7, Paragraph D(7). This paragraph will be rewritten with “delegates” so there is no limit. Steve Duncan seconded the motion. Motion carried.
7. Kari Pfeifer made a motion to add “Delegates will be reimbursed based on the percentage of their contribution to VFWOC.” to Article IV – Operation Responsibility, Section 7, Paragraph D(6) as subsection (b). Jose Torres seconded the motion. Motion carried.
8. Kari Pfeifer proposed VFWOC institutes a ledger system where agents can further explain what a charity check is being written for because the memo line is insufficient. Executive Director Foster DeNieuwe will look into the best way to implement this.
9. Jose Torres made a motion to remove Article IV – Operation Responsibility, Section 7, Paragraph D(10)(b) (outdoor signage). Mike Milam seconded the motion. Motion carried.
10. Executive Director Foster DeNieuwe stated that Article V – Special Instructions, Section 5 will be removed because earlier in the meeting the board agreed VFWOC will no longer provide a newsletter.

Board of Directors Meetings

1. A discussion was held on how to best handle questions from field agents to the board of directors. The board agreed agents that wish to address the board of directors must sign in before the meeting starts, list their reason for addressing the board, and may speak for a maximum of three minutes.

Charitable Donations

1. VA Chillicothe requested \$24,000 to purchase a 3rd van. After a lengthy discussion there was no motion made to donate the funds.
2. Kari Pfeifer made a motion to donate \$5,000 to Healing Waters. Jose Torres seconded the motion. Motion carried.

3. Executive Director Foster DeNieuwe will donate \$2,500 to sponsor an event to help fund the Ohio Hispanic State Veterans Memorial.
4. Jim Hordinski made a motion to donate \$10,000 to the Veterans Memorial in North Ridgeville. Ray Schafer seconded the motion. Motion carried.
5. Kari Pfeifer made a motion to donate \$10,000 to D-Day Conneaut. Jose Torres seconded the motion. Motion carried.
6. Angels for Veterans sent a thank you letter to Chairman Wiley for our previous donation.

Closing

1. Chairman Wiley stated the next board of directors' retreat will be on May 11, 2024, at the Embassy Suites by Hilton, Columbus, Ohio.
2. Meeting adjourned at 1233 on February 24, 2024.

Minutes submitted by: Steve Duncan

Approved by: John Wiley