

May 8, 2020

GENERAL ORDER #5
2019-2020 Series

TO BE READ AT A REGULAR MEETING AND FILED:

Convention update:

As you are aware, the COVID-19 pandemic has caused us to rethink how we do business. It appears that it will also impact part of next year's administration. We must stay firm in our conviction of doing all that we can for veterans. We must also stay strong and determined to provide the necessary hard work to support incoming State Commander George Carroll's goals for our Department.

The National Council of Administration has been working diligently to provide us with guidelines for holding a Convention, end the terms of office for this year's Department Officers, allow for the succession of next year's officers to the next "chair" (Department Senior Vice moves up to Department Commander, etc.) and hold elections for next year's vacancies. (For more information on the guidelines provided by the National Council of Administration, see the attached documents detailing the process required by the current Bylaws Sections 500, 600 and 700.)

The Department's Council of Administration has voted to cancel this year's on-site Convention, move the current location (the Mill Casino in North Bend) to the 2020-2021 Convention, continue negotiating with additional locations for ensuing Convention years, set this year's "electronic" Convention date as June 12, 2020 for administrative purposes and to end the terms of office for the 2019-2020 officers on June 12, 2020.

So, what does this mean to the Department of Oregon's Posts and District members for this year's Convention?

1. No voting will be allowed using Zoom workshops because the bylaws require a quorum at the meeting, and we cannot ask members to meet at a physical site. Voting will be done using email. Only Council of Administration members are eligible to vote, with each member having one vote. Please remember, we depend on representative leadership. We elect our officers and rely on them to vote accordingly.
2. All appointed officers and confirmed appointed salaried officers may be installed at any Post or District regular or special meeting.
3. Friday, June 5, 2020 @ 0900 the outgoing Council of Administration will attend a workshop via Zoom to discuss the approval of the final audit and other business. **All Veterans of Foreign Wars members are invited to attend.**

4. Incoming State Commander, George Carroll, request the Incoming Council to attend the Zoom Convention Friday June 12, 2020 @ 0900 (9:00am) with the Incoming Council workshop proceeding directly afterwards.
5. Friday, June 12, 2020 @ 0900, any member who wishes to attend the Convention will meet via Zoom. The State Commander will open the Convention, declare a lack of a quorum, and close the Convention. Before the official opening of the Convention, it is my intent to provide the Past Department Commanders the opportunity to name their Veteran of the Year, Quartermaster of the Year, and Willie & Joe Award winners. In addition, the Chairman of the Scholarship Committee may make announcements. The State Line Officers will be offered an opportunity to make a statement. Announcements of awards, etc. will also be made by the State Commander and State Adjutant. All awards, including plaques, hats, gifts, certificates, and citations will be mailed by the Department to the appropriate member, Post or District. **All Veterans of Foreign Wars members are invited to attend the Convention via Zoom.**
6. **District Commanders and all Chairmen will submit a written report of activities to the State Adjutant no later than June 10, 2020. These reports will be made available to any member requesting a copy.**
7. At the close of the Convention business, the term of all 2019-2020 officers will end and the 2020-2021 officers will all move to their new office. The 2019-2020 State Commander becomes the Junior Past Commander, the Sr. Vice moves up to Commander, the Jr. Vice to Sr. Vice and so on. The incoming State Commander George Carroll will make announcements of his appointees, set the date of the incoming Council of Administration workshop and open nominations for all vacant positions.
8. Delegate fees have been suspended for this Convention. If you have paid delegate fees, make arrangements with State Adjutant/Quartermaster Cheryl Campos to refund you.
9. Per National By-Laws, section 503, no business shall be transacted due to lack of a quorum. All new or changes to the By-Laws will have to wait until the next State convention in 2021.
10. An **on-line** Convention Book will be available prior to the Convention. **There is no cost to put an ad in the book.** All candidates for office, Posts and Districts that have not already done so, may submit their ad to Valorie Wrinkle at vjwrinkle@gmail.com or call Valorie at 541-678-3894 no later than May 15, 2020. If you have paid an ad fee, please make arrangements with State Adjutant/Quartermaster Cheryl Campos to refund you.

BY ORDERS OF:



JOHN WRINKLE
State Commander

ATTEST:



CHERYL CAMPOS
Adjutant



Executive Order No. 2

April 24, 2020

Pursuant to Section 618(a)(4) and the National Council of Administration's April 17, 2020 vote to adopt the Contingency Planning Committee's recommended option for navigating the fraternal business of the organization within COVID-19 restrictions, the following mandate is hereby issued. This provides a directive for the election of National officers and provides options as to how Departments, Districts, and Posts may conduct elections in keeping with the requirements and customs of the VFW. This order supersedes all other guidance regarding conducting the fraternal business of the organization within COVID-19 restrictions.

National:

On July 24, 2020, if no formal business can be transacted at the National Convention, the 2019-20 terms of all National officers are ended, thereby vacating those offices, the incumbents having satisfactorily served to the end of their term as defined in Section 719 of the National Bylaws. Those positions for which succession is provided will be immediately filled pursuant to Section 620 of the National Bylaws and Manual of Procedure (the Senior and Junior Vice Commanders will succeed to Commander and Senior Vice respectively). Immediately thereafter, the Commander-in-Chief shall appoint a Quartermaster General Pro Tempore (as well as all other appointments pursuant to Section 618(a)(6) of the National Bylaws); and shall announce that all other elected vacancies will be filled by the National Council of Administration. Fifteen (15) days thereafter, August 8, 2020, the Commander-in-Chief shall advise the National Council of Administration of the names of comrades presented for those elected positions. The National Council of Administration may vote to fill those vacancies at the next regular or special meeting or by ballot pursuant to Section 620 of the Manual of Procedure.

A *pro-forma* National Convention shall be conducted for the purposes of maintaining compliance with Section 603 of the National Bylaws; no business shall be transacted due to lack of a quorum as "the inability to transact business does not detract from the fact the society's rules requiring the meeting to be held were complied with and the meeting was convened-even though it had to adjourn immediately" pursuant to Robert's Rules of Order Newly Revised.

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Departments:

Departments that are able to conduct Conventions in accordance with Section 503 of the National Bylaws by June 24, 2020 are encouraged to do so.

Alternatively, the Department Council of Administration may vote by ballot to cancel the formal Department Convention, declare (on a date no earlier than April 24, 2020 and no later than June 24, 2020) that the 2019-20 terms of all Department officers, and National Council Members elected by the Department who have fulfilled their four-year term, are ended thereby vacating those offices the incumbents having satisfactorily served to the end of the term as defined in Section 719 of the National Bylaws. Those positions for which succession is provided will be immediately filled pursuant to Section 520 of the National Bylaws and Manual of Procedure (the Senior and Junior Vice Commanders will succeed to Commander and Senior Vice respectively). Immediately thereafter, the Department Commander shall appoint a Quartermaster Pro Tempore (as well as all other appointments pursuant to Department and National Bylaws); and shall announce that all other elected vacancies will be filled by the Department Council of Administration. Fifteen (15) days thereafter, the Department Commander shall advise the Department Council of Administration of the names of comrades presented for those elected positions. The Department Council of Administration may vote to fill those vacancies at the next regular or special meeting or by ballot pursuant to Section 520 of the Manual of Procedure.

Finally, if the Department Council of Administration does not vote to cancel the formal Department Convention and no Convention is held prior to June 24, 2020 on July 24, 2020 the 2019-20 terms of all Department officers, and National Council Members elected by the Department who have fulfilled their four-year term, are ended thereby vacating those offices the incumbents having satisfactorily served to the end of the term as defined in Section 719 of the National Bylaws. Those positions for which succession is provided will be immediately filled pursuant to Section 520 of the National Bylaws and Manual of Procedure (the Senior and Junior Vice Commanders will succeed to Commander and Senior Vice respectively). Immediately thereafter, the Department Commander shall appoint a Quartermaster Pro Tempore (as well as all other appointments pursuant to Department and National Bylaws); and shall announce that all other elected vacancies will be filled by the Department Council of Administration. Fifteen (15) days thereafter, the Department Commander shall advise the Department Council of Administration of the names of comrades presented for those elected positions. The Department Council of Administration may vote to fill those vacancies at the next regular or special meeting or by ballot pursuant to Section 520 of the Manual of Procedure.

Departments (continued):

If a Department Convention cannot be held, (on a date no earlier than April 24, 2020 and no later than June 24, 2020) a *pro-forma* Department Convention shall be conducted for the purposes of maintaining compliance with Section 503 of the National Bylaws; no business shall be transacted due to lack of a quorum as “the inability to transact business does not detract from the fact the society’s rules requiring the meeting to be held were complied with and the meeting was convened-even though it had to adjourn immediately” pursuant to Robert’s Rules of Order Newly Revised.

Districts:

Districts that are able to conduct Conventions in accordance with Section 403 of the National Bylaws no later than June 14, 2020 are encouraged to do so; otherwise, those Districts are to elect officers at their next regular or special meeting.

Alternatively, if on July 24, 2020 no business can be transacted at a District Convention and no elections held, the 2019-20 terms of all District officers are ended thereby vacating those offices the incumbents having satisfactorily served to the end of the term as defined in Section 719 of the National Bylaws. Those positions for which succession is provided will be immediately filled pursuant to Section 420 of the National Bylaws and Manual of Procedure (the Senior and Junior Vice Commanders will succeed to Commander and Senior Vice respectively). Immediately thereafter, the District Commander shall appoint a Quartermaster Pro Tempore (as well as all other appointments pursuant to District and National Bylaws); all other elected vacancies shall be filled at the next regular or special meeting.

If on a date no later than June 14, 2020 a District Convention cannot be held, a *pro-forma* District Convention shall be conducted for the purposes of maintaining compliance with Section 403 of the National Bylaws; no business shall be transacted due to lack of a quorum as “the inability to transact business does not detract from the fact the society’s rules requiring the meeting to be held were complied with and the meeting was convened-even though it had to adjourn immediately” pursuant to Robert’s Rules of Order Newly Revised.

Posts:

Posts that are able to conduct meetings for the purpose of electing officers are encouraged to do so.

Alternatively, if on July 24, 2020 no election can be conducted, the 2019-20 terms of all Post officers are ended thereby vacating those offices the incumbents having satisfactorily served to the end of the term as defined in Section 719 of the National Bylaws. Those positions for which succession is provided will be immediately filled pursuant to Section 220 of the National Bylaws and Manual of Procedure. Immediately thereafter, the Post Commander shall appoint a Quartermaster Pro Tempore (as well as all other appointments pursuant to Post and National Bylaws); all other elected vacancies shall be filled at the next regular or special meeting.

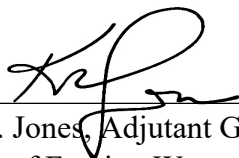
Nothing within this section shall prevent a Post from deciding to have any elected and/or appointed officer serve consecutive terms in the same position so long as their subsequent election and/or appointment is done so in accordance with Section 220 of the National Bylaws and Manual of Procedure

By order of:



William "Doc" Schmitz, Commander-in-Chief
Veterans of Foreign Wars of the United States

Official:



Kevin C. Jones, Adjutant General
Veterans of Foreign Wars of the United States





April 24, 2020

Re: Executive Order No. 2 - Department Scenario (No Convention)

April 24, 2020:

1. Sitting Department Council of Administration votes by ballot to cancel the Department Convention and end the terms of all Department Officers on June 12, 2020.

June 12, 2020:

1. Department offices (as well as those District, and Post offices who haven't held an election) become vacant; Senior Vice and Junior Vice succeed to Commander and Senior vice respectively. Other such offices shall succeed to the next as defined within their respective bylaws (i.e. Department Surgeon succeeds to Department Junior Vice Commander if written within the Department bylaws).
2. The Department Commander appoints a Quartermaster Pro Tem, Adjutant, and all other appointed positions pursuant to the Department Bylaws (i.e. Judge Advocate, Chief of Staff, Inspector, Surgeon).
3. The Department Commander sends out a notification to the NEW Department Council of Administration (NEW District Commanders, Senior Vice Commander, Past Department Commander, Quartermaster Pro Tem, Adjutant, as well as the other appointed members pursuant to the Department Bylaws (i.e. Judge Advocate, Chief of Staff, Inspector, Surgeon) announcing the vacancies of the Junior Vice, Quartermaster and all other elected positions pursuant to the Department Bylaws. (As well as those Department elected National Council Members whose four-year term has ended.)
4. The Department Commander sends out a ballot asking for confirmation of any appointed salaried officers (i.e. Department Adjutant).
5. All appointed officers and confirmed appointed salaried officers may be installed at any Post or District regular or special meeting.

June 27, 2020 (15 days thereafter):

1. The confirmed and installed Department Adjutant sends out a ballot with the names of comrades to fill the aforementioned vacancies to the Department Council of Administration. **(Each Council Member is entitled to one (1) vote.)**
2. Once the votes have been tallied, those newly elected officers may be installed at any Post or District regular or special meeting. **(Newly elected National Council Members must be installed prior to August 8, 2020 if they wish to vote for National Officers)**
3. All other business (i.e. passing of the budget, etc.) may be done by ballot, but only those installed members are eligible to vote.

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COVID-19 Contingency Planning Committee Report
April 9, 2020

Background:

In response to the deadly virus COVID-19, forty (40) states have issued shelter in place orders and the CDC has issued guidelines through the White House restricting the movement of residents, ordering older residents to stay home, and prohibiting the gathering of groups consisting of more than ten (10) people. This has impaired the VFW's ability to conduct meetings to include elections and Conventions at all levels of the organization.

Purpose:

Commander-in-Chief Schmitz appointed the Contingency Planning Committee to develop contingency plans for navigating the fraternal business of the organization within COVID-19 restrictions; specifically, the committee was charged to explore options for the National Convention under current CDC guidelines of social distancing pursuant to our Bylaws.

Summary:

This report will be broken down into two (2) recommendations. The first recommendation will address whether or not the organization should conduct a National Convention in Reno, Nevada in its current form given the known health risks of COVID-19 and current CDC restrictions.

The second recommendation will be the committee's recommended contingency plan for the National Convention from the three (3) contingency plan options the committee developed.

Recommendation 1:

The facts of the situation known to date are as follows:

- The deadly COVID-19 virus is extremely contagious and a majority of our members are classified as high risk to succumbing to the virus due to their age.
- Forty (40) states have issued shelter in place orders restricting the movement of their residents, ordering their older residents to stay home, and prohibiting the gathering of groups consisting of more than ten (10) people.
- The President of the United States has extended social distancing guidelines through the end of April that recommend the same.
- The Reno-Sparks Convention Center has been declared a potential alternate care site for local hospital overflow for patients stricken with COVID-19 by state and federal healthcare officials.
- This pandemic is unprecedented and although projections change daily and vary from state to state, some projections have states seeing peak COVID-19 occurrences as late as the end of May and not seeing a recovery rate of occurrences where social distancing would be eased until the end of July. With that said, these projections continue to be adjusted as the virus spreads through the United States and are not to be taken definitively.

Given the aforementioned facts, the current CDC restrictions, their lack of a definitive end date, and in order to mitigate the health risk to our members, the committee recommends the National Council of Administration vote to forego the National Convention in its current form in Reno, Nevada.

Recommendation 2:

Through intensive research of the Bylaws and Robert’s Rules of Order and extensive debate, the Committee developed three (3) contingency plans for the National Convention based upon the given that under the current COVID-19 landscape and CDC restrictions the National Convention could not proceed in its current form in Reno, Nevada.

OPTION 1: Conduct the National Convention electronically.

Although the technology exists to accomplish this solution, the committee agreed this option is prohibited by our Bylaws for the reasons detailed below and therefore **the committee voted to reject this option.**

In order to comply with CDC guidelines and the quorum requirements for the National Convention pursuant to Section 603 of the National Bylaws, electronic attendance would need to be employed to accomplish the quorum which is in conflict with our Bylaws.

Quorums are clearly defined in Sections 203, 403, 503, and 603 of our National Bylaws; however, electronic attendance is only provided for within Section 203 and 403 which specifically state a quorum is only established by those members who are “physically present.”

Section 403 of the National Bylaws states “[t]he minimum number of delegates required to constitute a quorum for the transaction of business at a regular or special meeting shall not be less than one (1) delegate from fifty (50) percent of Posts in the District, provided that when using electronic attendance, at least twenty-five (25) percent are physically present.” Most importantly this Section does not provide for electronic attendance for District Conventions: the Bylaws go to great lengths to distinguish between meetings and Conventions in regards to electronic attendance. Staff comments provided to the 116th National Convention, when this change was passed, provided, “This change separates the “meetings” from a “convention;” electronic attendance would not be permissible for conventions.” Thus, the recorded history that provided the rationale for this change was clear in that it would not apply to the National Convention.

Robert’s Rules of Order was consulted when the language regarding electronic attendance was developed; specifically, “[i]f an organization authorizes its assembly, boards, or committees to hold electronic meetings, such a provision should indicated whether members who are not present *in person* have the *right* to participate by electronic means...” “Various additional rules (in the bylaws, special rules of order, standing rules, or instructions to a committee, as appropriate) may also be necessary or advisable regarding the conduct or electronic meetings, such as rules relating to... methods for determining the presence of a quorum (emphasis added).” (RONR, pp 98-99).

The phrase “physically present” was added to the definition of quorum within our bylaws in union with the amendment to allow for electronic attendance. This again speaks to the definition of the phrase “physically present” and that it was added to distinguish physical presence from electronic. Beyond the scope of a quorum for meetings, physical presence is also required for the institution of a new Post pursuant to Section 201 of the National Manual of Procedure. In fact, an amendment was adopted at the 120th Convention to reduce the number of members required to be present at a Post’s institution from twenty-five (25) to ten (10). Again this supports committee’s assertion that physical presence is distinguishable from electronic presence in our bylaws.

In reference to a quorum and the ability for it to be waived by unanimous consent and/or notice, Robert's states, "[t]he prohibition against transacting business in the absence of a quorum cannot be waived even by unanimous consent, and a notice cannot be validly given." (RONR, pp 348).

Based on the aforementioned conflicts with the National Bylaws, Manual of Procedure, and Robert's Rules of Order, the committee agreed the National Convention cannot be conducted electronically and therefore believes this is the least viable option and voted to reject this plan.

OPTION 2: If no business can be transacted at the National Convention, hold officers in place for an additional term.

The committee explored this option. The rationale for this option is found in Sections 217, 417, 517, and 617 of the National Bylaws which state, "[a]n officer elected and assuming the duties of an office shall continue to hold office for the period for which elected *and* until a successor assumes the duties of the office," (emphasis added). Additionally, the Sections 220, 420, 520, and 620 of the National Bylaws limit the manner in which an elected officer is removed. There is no provision that expressly states that such an officer may be removed prior to the election and installation of his or her successor except for missing two consecutive meetings or failing to perform the duties of the office (See, National Manual of Procedure Section 620). This option would keep officers at all levels in place until at such time a Convention (or Post meeting) could be held in which officers would then be elected.

However, the committee agreed there are additional provisions which give the authority of the respective Councils of Administration at the National and Department levels to conduct the business of either electing a successor as referenced in Articles V and VI or by filling such vacancies pursuant to Sections 220, 420, 520, and 620 of the National Bylaws and Manual of Procedure, respectively, at their next scheduled or regular meeting. Specifically, those provisions arguably allow the respective units to determine a position is vacant at the end of the elected term. The distinction is that such an action would not be a "removal." Rather, it would simply be a declaration, at the end of the elected term, that position is vacant. Such a distinction is important in ensuring the status of a "Past Officer" is preserved under Section 719 of the National Bylaws.

The committee voted and was evenly split on this option, but the committee agreed that although this option is not in direct violation of our bylaws, it does not move the organization forward. Based on the lack of a definitive end date for COVID-19 risk and CDC restrictions the committee agreed this option is not the most viable option.

OPTION 3: If no business can be transacted at the National Convention, the National Council of Administration shall make the determination that the terms the 2019-20 terms of all officers have ended thereby vacating those offices, those positions which have a successor are filled pursuant to the bylaws, and all other elected vacancies are filled by the National Council of Administration.

Citing Sections 217, 417, 517, 617 of the National Bylaws and Manual of Procedure and their respective provisions which mandate elected offices at each level serve for a one (1) year term, the committee explored the option the National Council of Administration shall make the determination that the terms of all elected National officer positions have ended thereby vacating those offices. Pursuant to Section 620 of the National Bylaws, the Senior Vice and Junior Vice would succeed to the higher office without undue delay; the newly succeeded Commander-in-Chief would immediately appoint a Quartermaster Pro Tempore as well as all other required appointed offices. The National Council of Administration would nominate and elect all other vacancies through a ballot vote thereby affirming those other offices filled through succession.

Pursuant to Section 622 of the National Bylaws, the National Council of Administration shall be responsible for administering the affairs and transacting the business of the Veterans of Foreign Wars of the United States in the intervals between conventions. Based on this provision, if the business of National Convention cannot be conducted then the National Council of Administration not only has the ability to conduct the election of officers, it has an obligation to do so.

The National Bylaws and Manual of Procedure further provide that with respect to other vacant elected offices, including the Junior Vice, a Post or District may fill those positions at the next regular or special meeting, with a provision for the appointment of a Quartermaster Pro Tempore. A similar provision permits the Council of Administration at Department and National levels to fill vacant elected positions at a meeting or by ballot at the Department and National levels.

Other levels of the organization that are able to hold elections and/or Conventions would be allowed to do so; however, for those that are either unable or unwilling to hold elections and/or Conventions the aforementioned process would be employed to determine the terms of office as ended on the same date as the National offices and thereby vacating those offices as well.

This option most closely correlates to the customs and traditions of this organization while maintaining the continuity at all levels. It allows for the transition of leadership to occur while maintaining the "Past Officer" status under Section 719. Furthermore, the balance of the provisions in the bylaws tend to favor the establishment of procedures that encourage elections; this option allows for that. Finally, this option can be replicated at all levels for those units that are unable to hold an election and does not penalize those that are. **Based on all of these facts, the committee voted by a majority vote in favor of this plan and believes this is the most viable option.**

Conclusion:

The committee weighed the three contingency plan options and voted to recommend Option 3 as the most viable as it provides a path to move the organization forward with the least amount of required bylaws interpretation. The committee recommends the Commander-in-Chief present Option 3 to the National Council of Administration in the form of a resolution.