

Call for the Meeting: E-mail from the President/Secretary August 19, 2010

Place of Announced Meeting: The Holiday Inn Express & Suites, DFW Airport, 4235 W. Airport Freeway, Irving, TX 75061

Call to Order: President Mac Swain called the meeting to order at 0900 hours, followed by the Pledge of Allegiance.

Adopt Agenda: President Mac Swain asked for a motion to adopt the agenda. Director McHugh made a motion that the agenda be adopted. It was seconded by Director Brown and approved with one opposing vote.

Roll Call and Introductions: President Mac Swain asked for a roll call of the officers and Directors, which was called by Secretary Cohee:

KWVA Board Members:

- William F. Mac Swain, President
- James E. Ferris, 1st Vice President
- Frank E. Cohee, Jr., Secretary
- Tilford Jones, Treasurer
- Jeffrey J. Brodeur, Director
- Richard E. Brown, Sr. Director
- Luther Dappen, Director
- Marvin Dunn, Director
- James A. Fountain, Director
- Arthur S. Griffith, Director
- George E. Lawhon, Jr. Director
- Thomas M. McHugh, Director
- Luther E. Rice, Jr., Director
- Thomas W. Stevens, Director
- Glen Thompson, Director
- Ezra "Frank" Williams, Director

■ All responded "Present," except for Directors Brodeur and Dunn. Secretary Cohee declared that there was a quorum. He then announced that Billy Scott, Judge Advocate and Vickie Garza, Court Reporter, were also present. It was noted that this is Vickie's fourth time as the Association's reporter.

■ President Mac Swain asked for a motion to excuse Directors Brodeur and Dunn.

• Director McHugh made a motion that Director Brodeur be excused. It was seconded by Director Fountain; the motion was approved unanimously.

• Director Brown made a motion that Director Dunn be excused. It was seconded by Director Williams and approved unanimously.

Approval of Previous Meeting:

■ President Mac Swain asked Secretary Cohee to obtain approval of the minutes for the previous Board Meeting held on July 25, 2010 in Arlington, VA. These minutes were printed in the September/October issue of *The Graybeards*.

■ Director Brown made that motion; it was seconded by

Director Griffith and approved unanimously.

Treasurer's Report:

■ President Mac Swain asked Treasurer Jones to give the Treasurer's Report for the third quarter of the fiscal year.

■ Treasurer Jones asked the Board Members to refer to the report they had been provided previously.

• He pointed out that the total assets are now \$416,444. In 2009 the total assets were \$375,993. The total revenue for 2010 is now \$ 255,730, whereas in 2009 it was \$240,099.

• There was a nice contribution from the membership directory of \$28,000, and one of our comrades left \$10,000 to the KWVA in his will.

• The total expenses this year were \$232,257. Last year they were \$228,473. The \$4000 difference is due primarily to the recent meeting in Arlington.

• Our net assets are now \$23,470. Last year they were \$11,626.

• Treasurer Jones further commented that for the past two years he has not had to withdraw funds from the Association's investments. He estimated that there will be an increase of around \$50,000 this year.

• The Association is once again in sound financial condition.

■ President Mac Swain asked for a motion to approve the Treasurer's Report. Director Brown made that motion, which was seconded by Director Stevens and approved unanimously.

■ Treasurer Jones requested permission to discuss one more subject. President Mac Swain granted permission. The Treasurer commented:

• Jim Doppelhammer, the Associations webmaster, has brought to his attention that it is costing the Association \$4.50 for every copy of *The Graybeards* that is returned to the membership office or forwarded to a different address than the one that is in the database.

• If the Post Office has a change of address and we request in writing that they notify us, they will do so for a 50 cent fee, but the magazine will not be forwarded by them nor will it be returned. It will be destroyed. That's 50 cents compared to \$4.50.

• This will not affect the snowbirds if they have notified the membership office when they will be changing locations.

• Other members who change their address must notify the membership office if they want to continue receiving *The Graybeards*.

■ Director McHugh made a motion that we discontinue the return of the magazine. The motion was seconded by Director Fountain and approved unanimously.

OLD BUSINESS

HRM Group Report:

■ President Mac Swain reported that the HRM Group that managed the Annual Association Membership Meeting in Arlington, VA and was approved by the Board of Directors and also by the membership to handle the 2011 meeting in Boston

has declined. The 2011 meeting will be planned and managed by Director Brodeur and his Chapter, 299.

Bylaws Committee Report (Status of Membership Approved Bylaw to Change the Number of Members Required to Form a Chapter):

■ Committee Chairman Lawhon reported that the change to the requirements for starting a Chapter from 12 members to 10 members has been incorporated.

Liability Insurance for all Chapters and Departments:

■ Director Lawhon made reference to the quote that he received from Past Director Dauster and that he had forwarded to all Board members.

- The quote from Century Surety Company, the only company that submitted a quote, offered coverage of a \$2 million general aggregate limit: \$1 million for personal and advertising injury, \$1 million for each occurrence, \$100,000 for rented premises and \$5,000 for medical expenses, with a \$500.00 deductible for bodily injury and property damage.

- The annual premium is \$26,507.00, including taxes and fees.
- There is also a minimum \$250.00 charge for each special event that is not included in the premium.

■ Vice President Ferris asked what was meant by special event. Director Lawhon commented that was one of the things that Past Director Dauster objected to, and since it was not defined, he asked that it be removed.

■ At the request of President Mac Swain, Director Lawhon made a motion to approve the insurance quote, only if the \$250 special event clause was excluded. It was seconded by Director Brown. There was considerable discussion, pro and con.

■ Director McHugh commented that the American Legion and VFW do not cover their posts, that it would be expensive for National, and that a lot of the Chapters already have their own liability coverage. He recommended a “no” vote.

■ Director Rice said that that his chapter has their own liability insurance and he felt that it is the responsibility of each Chapter to procure its own insurance.

■ Director Fountain commented that he agreed with that.

■ The vote was called for, with only 1 for the motion and 10 against it. The motion failed.

Report on Bylaw Item Approved by Board of Directors about Meeting Requirements on 07/25/2010, but Needing a Motion to Rescind:

■ President Mac Swain asked for a motion to rescind a bylaw change approved by the Board at the July Meeting. A conflict was revealed: the motion put before the Board on July 25 and passed by the Board was different in the verbatim minutes than what Director Lawhon said he had proposed.

- After much discussion and because of the bylaw change, which Director Lawhon said was intended to revise the bylaws to allow for a minimum of two meetings yearly, and would later be properly placed before the Board during New Business, a motion was made by Director McHugh that the bylaw change under discussion be rescinded.

- Director Thompson pointed out that a motion to rescind requires a 2/3 vote. It was seconded by Director Griffith and approved, ten for the motion and one abstention.

Presidents Report on Items Approved by Board at 07/25/2010 Meeting:

■ Harley Coon reinstatement

- President Mac Swain read the letter that he sent to Mr. Coon informing him that his hope of being reinstated in the Korean War Veterans Association has been officially sanctioned by the Board of Directors.

- Mr. Coon was reminded of his remark that he had no desire nor could he physically hold office, even at the Chapter level, and if he did decide to run for an office in a Chapter or National, the Board of Directors would probably consider this a breaking of a trust, with some sort of consequences thought to be justified.

■ Chapter 246 Approved to be Dissolved

- President Mac Swain made reference to a letter that had previously been provided to each Director addressed to inactive member Batzelle.

- While he was alleged to be the President of Chapter 246, he was not, because he has been inactive (dues not paid) since January 2008.

- The letter stated that the Board of Directors had approved a motion to withdraw the Charter from Chapter 246 for non-compliance with the bylaws of the Association.

- Also, both the Secretary of State (MO) and the Department of Corporation for Missouri have been sent letters notifying them of the dissolution.

Request from Korean War National Museum to use the Chapter Addresses on the KWVA website:

■ President Mac Swain commented that what they want to do is to send copies of their newsletter to each Chapter.

■ President Mac Swain then asked for a motion that we either do or do not allow them to use our database.

■ Director Brown made a motion that we do not allow them to use our database. The motion was seconded by Director Lawhon.

■ Directors Lawhon, Griffith, and Thompson spoke for the motion.

- Director Fountain commented that this is a new organization, with a new Board of Directors that is trying to get this thing off the ground.

- Director Stevens agreed with Director Fountain and commented that if we vote against providing the Chapter addresses, they can easily interrupt that as lack of support.

■ After more discussion, pro and con, Director Lawhon asked for a vote. There were ten votes for the motion and one opposed. So the motion passed.

Revise the Bylaws and SPM Sections that apply to Membership Ratification for any new Bylaw Changes by the Complete Membership through

The Graybeards:

■ First Vice President (VP) Ferris made a motion to revise the bylaws and SPM that apply to membership ratification for any new bylaw changes by the complete membership through *The Graybeards*. Director McHugh seconded the motion.

■ VP Ferris commented that there used to be 300 to 500 members in attendance at the membership meetings, and any time ratification of a bylaws change was required there were a good portion of members there to vote. He added that at that time he believed that the required quorum was 150. The required quorum is now down to 50, and at the last membership meeting there were only about 70 members in attendance. He did not think that was enough representation from the complete membership.

“All I am suggesting is that we work out some system through which we can put a ballot in *The Graybeards* and allow those people out there who wish to vote and to show concern and to get involved a chance to do it,” he said.

■ Director Lawhon stated that he had written his opinion of the motion and a copy of that was handed out to each Board member. In his opinion, the proposed motion should not be accepted, as it would not allow the members to question Board members face to face on the merits of the change. Direct questioning gives the most effective forum of accountability and the high quality of value that is not possible with the proposed amendment.

He went on to say that Article IV of the Bylaws already provides for the use of a ballot by mail should there not be a quorum at the annual membership meeting, and that there has been no mention of the cost, which he felt would be considerable.

■ Director Thompson commented that everybody on the Bylaws Committee knows that he opposes the change, and that he was going to make a move to first try and kill the motion and then, if that fails, to at least get a count as to how many are for and how many are against. He then made a motion to postpone the pending motion indefinitely. It was seconded by Director Lawhon.

■ Director Thompson then made another motion to close debate and vote immediately on the motion to postpone indefinitely. Director Williams seconded the motion to close debate. The vote was called for. There were 8 for and 3 against the motion to close debate. The motion passed.

Request from CID 311 for Reconsideration to Appoint Beverly Reeves as an Honorary Member of the KWVA:

■ Secretary Cohee told the Board of a second request received from John McKinney, Commander, KWVA Chapter 311, H. Edward Reeves, to give an Honorary Membership to Beverly Reeves, the widow of Chapter 311’s namesake.

■ Director Rice commented that he felt privileged that she would want to be connected with our organization, even as an Honorary Member, and he made a motion that we accept her.

■ Director Lawhon said he agreed with Director Rice and he seconded the motion. There was discussion for and against.

■ President Mac Swain called for the vote. There were 2 votes for and 8 against. The motion failed.

Approval for 2011 Fundraiser:

■ Director Griffith presented the plan and details for the 2011 KWVA Fundraiser campaign.

- The plan is for 17,500 fliers and 35,600 envelopes.
- The cost of printing the envelopes and the tickets will be \$2,265.

• First Class postage will be \$7,700, for a total of \$9,965.

• Printing will be done by the Montachusett Regional Vocational Technical School.

• Prizes for the raffle will be an M-1 Rifle; a laptop computer, a camera and cash. The prizes, their order, and cash amount will be decided by the Fundraiser Committee.

■ Director Griffith made a motion to approve the mailing of the fundraiser letters first class, not to exceed \$14,000. It was seconded by Director McHugh and approved unanimously.

■ Fundraiser Committee Chairman Griffith was congratulated by all.

■ Director Thompson requested that the Chairman’s name be put in front of *The Graybeards* as the contact for questions about the raffle.

Proposed Bylaws Change to add Specificity to Requirements for Meetings of the Board:

■ Director Lawhon made a motion to change the KWVA Bylaws, as follows:

“The Board has the basic management functions of planning, organizing, staffing, directing and controlling for the Association overall. Fulfilling those functions requires Board Meetings and training, and the effective coordinated formulation of policies and knowable oversight of execution thereof. The Board shall have at least two (2) scheduled meetings between Annual Association Meetings, the second or last during the days immediately preceding the Annual Association Membership Business Meeting. All scheduled Board Meetings shall be considered portal to portal return; with scheduled travel days, scheduled meeting days, and in the case of the meeting occurring immediately preceding the Annual Membership Meeting include attendance at the said Association Meeting, and return travel. All Board meetings shall provide sufficient duration to complete all Association business placed before them for consideration. The Board shall meet at any other and/or additional times that may be required by the Board of Directors ...”.

Those are the revisions to Article III (F) Board of Directors of the Bylaws.

■ Director Lawhon’s motion was seconded by Director Brown.

■ In the discussion that followed, Director Lawhon pointed out that we are now a federally chartered Veterans Service Organization (VSO), with the rights and obligations that go with it. To do that, he said, we will need a structure, a stable platform for the Board of Directors on which they can depend, and from which to operate. A minimum of two meetings is a reasonable thing to do. Now, he continued, a Director who has a project in mind can depend on at least twice a year the chance to either introduce it or promote it. Also, one thing this does is that if an emergency arises and we need a third meeting, it’s there if we

need it.

Director Lawhon went on to say that in his opinion it allows for emergencies to be dealt with, and gives the Board and the President the procedural vehicle to take it further, if needed.

■ When the Bylaw change was presented to the Bylaws Committee, it unanimously rejected the idea of mandating three meetings, and decided that two annual meetings were proper.

■ President Mac Swain spoke next. He spoke of the difficulties of his executive tasks, of the many unexpected items that confront him, and the extra difficulties that would arise from being compelled to have two meetings annually. He said, of course, like everything else, I'm the President, but he would have to follow the Bylaws. He emphasized that he didn't want the Board to put two meetings into the Bylaws.

■ Director Lawhon repeated that as a normal course of business, he believed that two meetings is reasonable and fitting for the opportunities and obligations that are going to be presented to future Boards and future officers of an Association that now has VSO status and obligations. He urged the Board to vote "yes" on the motion.

■ Vice President Ferris, as Chairman, asked if there was any more discussion. There being none, Director Lawhon asked for a roll call vote.

■ A roll call vote was taken. The result was 8 votes for, 2 against and 1 abstention, passing the motion.

Proposed Addition to the SPM for a Procedure for Scheduling Meetings:

■ Director Lawhon made a motion to change the KWVA Standard Procedure Manual (SPM), Section 3.9.1 "... *Director Lawhon: Add 3.9.1.1 and 3.9.1.2 as follows:*

3.9.1 Call For a Meeting: Upon request by the President, the KWVA Secretary shall issue a call for a meeting to all Board members and others who may be required for the conduct of the Annual Membership Meeting

3.9.1.2 Meetings, Board of Directors: The President, at his discretion, shall choose the location and date of meetings of the Board of Directors. There shall be at least one other meeting than the Board meeting occurring in conjunction with the Annual Membership Meeting.

■ Director Stevens seconded the motion and the vote for approval was unanimous.

Proposed request to add definition to Requirements for Filling Association Officer/Director Vacancies:

■ Director Lawhon made a motion to change the KWVA Bylaws, Article II, Section 7 to read as follows:

Section 7. Vacancies. Association office vacancies shall be filled with the applicable method, as follows:

7.1 Elected Board Vacancies. A vacancy in any elected office may be filled by the Board until the next election or not filled if the term is less than one year for said office. They may do so at the next called meeting; or "Business Without a Meeting," should they choose to do so, using the next unelected candidate from the most recent election with the most votes. The candi-

date under consideration shall have run in that election for that office. If there is no candidate eligible, the office shall remain empty until the next Association election. A simple majority of those Board members eligible to vote and voting shall be required.

7.2 Non-full terms. Service by any officer serving less than a full term does not count against the two-term restriction.

■ Director Dappen seconded the motion and it was passed unanimously.

Report of President's actions re status of IRS 501c19:

■ President Mac Swain reported that we are worried about the possibility of losing our deductibility status because of the way a Korean Service veteran counts against the Association since they are not considered Korean War veterans. He has prepared a letter to 3rd District (Texas) Congressman Sam Johnson, asking him to effect whatever changes can be made by Congress to fix the problem.

Legacy of Korean War Foundation.

■ Director Thompson reported on the Legacy:

- Currently we have received some donations to the Legacy of Korean War Foundation. \$1,300 from Chapter 270; Miles Brown donated \$100; Glen Thompson, \$50, Bill Mac Swain \$25; and we have loans: a \$2,000 dollar loan from Lee Dauster and the \$850 I paid for the 501(C)(3) application, which will not be due and payable until after we have at least \$10,000 in donations.

- The Legacy of the Korean War Foundation did get all its book work and legal— it got us a letter of determination and it's a fully functioning 501(C)(3).

- We are working on trying to get Hannah Kim to get that website up. Then, at least we'll have a place where people can log in, hit that donate button, and donate directly to the Foundation.

- We are working to take advantage of this holiday period when everybody's in a generous mood.

- And I would like for us to get Hannah Kim to start making contacts with donors from Korean-American and the Korean community. Hopefully, we can get her to start making those contacts.

- I see where she sent an e-mail that someone promised to donate \$10,000. And they've got another promise for \$1,000. I don't think we've seen any of it yet, but hopefully the money will roll in here pretty soon.

- We're really counting on this Christmas season to payoff. This is when everybody needs to donate, and if you're a 501(C)(3) you need to be soliciting donations during the Christmas season.

■ Treasurer Jones reported that Director Fountain contributed \$25 at the meeting.

Annual Membership Meetings.

■ Locations for the 2012/2013 Annual Membership meetings were placed before the Board for consideration.

- Director Luther Dappen contacted South Dakota KWVA Chapters 160 & 194, which are extending their support for hosting the 2012 KWVA Annual Membership Meeting. The venue

will be in the beautiful Black Hills of Rapid City, South Dakota. There are several hotels that would accommodate our group, including a banquet room, meeting room, and hospitality room, and they're served by five major airlines.

• The other proposed location is from David A. Mills, the Adjutant of Missouri Chapter, CID 96. His letter says, "I'm writing to suggest your consideration of Saint Louis, Missouri as the site for the 2012 Gathering and Annual Members Meeting of the KWVA. In support of my suggestion, allow me to state by my calculations that within 350 miles of highway of Saint Louis there are 30 active chapters of the KWVA. That fact alone seems to make it possible for more members to attend. The Saint Louis Convention and Visitor's Bureau has successfully handled conventions, attracting more attendees than the total membership of the KWVA, and their assistance is readily available if desired."

For the Good of the Order:

■ Changes/New Appointments: Director Stevens to replace Director Brodeur as Membership Chairman. Motion made by Director Lawhon to accept, seconded by Director Brown and passed unanimously.

■ Director McHugh to replace Director Brown as Election Chairman. Motion made by Director Brown to accept, seconded by Director Stevens and passed unanimously.

■ Add Edward Bierce to the E&G Committee. Motion made by Director McHugh to accept, seconded by Director Brown and approved unanimously.

■ Director Dappen to be the Chairman of the Resolutions Committee. Director Stevens made a motion to accept, seconded by Director McHugh and passed unanimously.

■ Increase per diem for the Washington, DC. area: Director McHugh made a motion to increase the per diem for the Washington, DC area to a minimum of \$20.00 per day for travel days and \$30 for meeting days. Director Brown seconded the motion and it passed unanimously.

Treasurer Jones played Taps, President Mac Swain gave the benediction and the salute to the Flag.

The meeting was adjourned at 1636.

*Respectfully submitted,
Frank Cohee, National Secretary*

Editor's Address Change

It is time for me to relocate to my "southern office." Effective 1 January 2010 my mailing address will be:

Arthur G. Sharp
895 Ribaut Road, #13
Beaufort, SC 29902

Make sure you include the #13 in the address. Otherwise, there is no telling whose mail box your missives will land in.

That address will remain in effect until further notice. Of course, you can still send mail to the "northern office," but it will be forwarded to Beaufort, which means a built-in delay.

My phone # will also change. Call me at (860) 202-3088 or (860) 944-8693. The preferred number is (860) 202-3088.

KWVA Bylaws Amendments

The following change to the KWVA Bylaws was approved by the Board of Directors at their Meeting on October 19, 2010. Pursuant to Article VIII, Section 2, Bylaws Amendments the Membership is hereby notified that the change will be presented for ratification at the next scheduled Membership Meeting.

The motion to amend the Bylaws that was approved requires the KWVA Annual Board Meeting to be of a length and time to properly enable all Association business that may be at hand, and to require at least two (2) scheduled meetings between Annual Association Meetings.

The revised Bylaws text is inserted below in *bold italics*.

"...Article III, ...F. Board of Directors. The Association Board shall consist of seventeen (17) members, being the President, First Vice President, Second Vice President, Secretary, Treasurer, and twelve Directors. The President of the Association shall be the Chairman. The Board shall formulate policies and supervise the execution thereof and have the control and management of the affairs, property and funds of the Association.

The Board has the basic management functions of Planning, Organizing, Staffing, Directing and Controlling for the Association, overall. Fulfilling these functions requires Board meetings and training, and the effective coordinated formulation of policies and knowledgeable oversight of the execution thereof.

The Board shall have at least two (2), scheduled meetings between Annual Association Meetings, the second (or last) during the days immediately preceding the Annual Association Membership business meeting.

All Scheduled Board Meetings shall be considered portal to portal return; with scheduled travel days, scheduled meeting days, and in the case of the meeting occurring immediately preceding the Annual Membership Meeting, includes attendance at the said Association meeting, and return travel.

All Board meetings shall provide sufficient duration to complete all Association business placed before them for consideration. The Board shall meet at any other and/or additional times that may be required by the Board of Directors, and called by the President, and may conduct business by mail without a meeting when done in compliance with Article II, Section 2. Board of Directors., D. Business Without a Meeting, of these Bylaws. It shall establish and maintain a Standard Procedure Manual and is responsible for orderly and timely actions between its regular meetings.

All members of the Board shall be notified of the time, place and agenda for the meeting. The Board shall determine excused absence using the definitions established in the SPM. No person shall receive any salary for services as a member of the Board who is eligible to vote. The Board may, from time to time, establish fees for services of the Secretary or Treasurer..."

*George E. Lawhon, Director
Chairman, KWVA Bylaws Committee*