

KWVA Board of Directors Gaithersburg, Maryland Summary Minutes

This is a summary of the Board of Directors Meeting, held at the Holiday Inn in Gaithersburg, MD, on July 25, 2007. This Summary is subject to confirmation when the "Verbatim" court recorder record becomes available to the secretary.

Call for the Meeting

Letter of Transmittal (Call for Meeting)

June 24, 2007, Pres/Chairman:

Memo- President Dechert to all Board Members, April 8, 2007, Board Procedures and Coordination-Meetings at Gaithersburg, MD and Reno, NY;

Memo-25th Anniversary of First National Gathering of Korean War Veterans, etc., Jack E. Cloman, April 9, 2007.

Place of announced meeting: Holiday Inn. Gaithersburg, MD.

Call to Order

- The Board attended the Memorial Service at 0800.
- President Dechert called the meeting to order at approximately 0930.

- To the Colors and Pledge of Allegiance

Director Mc Hugh led the Call to Colors and Pledge of Allegiance.

- Invocation National

Chaplain Leo Ruffing led the group in prayer.

- Administrative Announcements and Adoption of Agenda
- After discussion of the probable meeting schedule and other announcements,
- Director Mac Swain made a motion that the Agenda be approved. The motion was seconded and carried with no objections.
- Also, the Board approved the Rules of Decorum & Debate by a 2/3 Majority vote.

Oath of Office, New Directors

- Judge Advocate Leo Agnew swore in new Directors Thomas Edwards, Tom McHugh. and Charlotte Ayers.

Roll Call and Introductions

- The roll was called by Secretary Hutton:

Present were:

- Louis Dechert, President
- Byron Dickerson, 1st Vice President
- Jim Ferris, 2nd Vice President
- Bill Hutton, Secretary
- Dick Hare, Treasurer
- Charlotte Ayers, Director
- Robert Banker, Director
- Jeff Brodeur, Director
- Michael Doyle, Director
- Marvin Dunn, Director
- Tom Edwards, Director
- James Fountain, Director
- William Mac Swain, Director

- Tom McHugh, Director
- Warren Wiedhahn, Director (arrived late, at 10:40, previously excused)

- Chris Yanacos, Director

Director Lee Dauster was absent. The Board was informed of the nature of the absence and voted to excuse Director Dauster.

Declaration of Quorum affirmed by Secretary Hutton

- Introductions by President Dechert

- Jimmy Faircloth, Attorney
- Boyle Henderson, CPA
- Jim Doppelhammer, Webmaster
- Annelie Weber, Executive Assistant
- Jake Feaster, Supervisor, Membership Management
- Dick Brown, Acting Sergeant-at-Arms
- Frank Cohee, Assistant Secretary

• Treasurer Richard Hare introduced Boyle Henderson, CPA. Mr. Henderson presented the Audit Reports conducted by the firm of KnightMasden for the years ended December 31, 2004 and 2005. The audit firm stated that the records for the first half of 2004 were virtually worthless, but that a base has now been established for future Audits. President Dechert reinforced how important a central office is to establishing permanent record storage.

• Mr. Hare presented the financial report for the six-month period ended June 30, 2007. The current assets, including \$459,582.69 invested with A. G. Edwards, is \$526,798.55. Essentially, primarily through the efforts of the office staff and innovations by Webmaster, Jim Doppelhammer, the KWVA had an increase of \$55,000.00 in revenue.

However, expenses continue to rise, particularly for publication and distribution of *The Graybeards*. The cost of postage for mailing one magazine is \$1.63. Mr. Hare commented that we are now in a "Down Revenue" period until December.

• A motion was made and seconded to accept the Treasurer's Report, and carried with no objections.

• All the Directors received a copy of the 2004 and 2005 audit reports, a June 30, 2007 six-month statement, and the proposed 2008 budget.

• The Board accepted the Audits and the six-month statement with all questions answered; they will be presented at the Annual Membership Meeting in October at Reno, NV, along with the Board's approved 2008 budget.

Minutes Of Last Meetings

Secretary Hutton referenced minutes of previous meetings 10.11/12. 06, printed in *The Graybeards* (Nov-Dec, 2006), 5.20.07, printed in *The Graybeards*, (Mar- April, 2007) and 5.06.07 (Business without a Meeting) printed in *The Graybeards* (May-Jun, 2007). A motion was made and seconded to approve the minutes. The motion was carried with no objections.

Old Business Election Report

• Director Robert Banker reported on the 2007 election. He

thanked Annelie Weber in particular for her assistance.

- As an action item, the Nominating Committee Chairman presented a motion to establish that May 30th become the cut-off date for future ballots. This motion was seconded and passed with no objection.

Report of Reunion/Convention Committee

- 2nd VP Jim Ferris reviewed plans for the October 2007 Convention and presented his committee's recommendation for Myrtle Beach, SC as the site to be considered for 2008.

For 2009, there was considerable discussion, with Foxwoods Resort in CT, and Long Beach, CA as possibilities. Director Ayers suggested Virginia Beach as perhaps a better choice for 2008. A motion was made and seconded to have the 2008 Convention at Virginia Beach and carried with no objections. The Reunion Committee will have other recommendations for the Annual Meetings in 2009 and 2010 at the October 2007 Board and Annual Membership Meeting.

Report of Bylaws Committee

- Chairman Mac Swain presented additional Bylaw changes requested by members, chapters and committees. Nine (9) changes were presented to the Board.

• A motion was made by Bylaws Chairman Mac Swain to conduct the presentation by paragraph, to discuss only those changes that the Board had objections to, and to amend those or eliminate any that the Board did not want to approve, before consideration of the next change. Each request was discussed and recommendations were made by the Bylaws Committee to either approve or not to approve. Two Bylaw change requests were left unchanged and one Bylaw change was amended by a motion from the Board. The Board objected to the other six (6) Bylaw change requests.

- Chairman Mac Swain then made a motion that those two (2) Bylaws with no objections and that the one amended Bylaw change be approved by the Board of Directors for presentation to the membership. The motion was seconded and the motion carried. The bylaw changes approved by the Board of Directors at their 10/10/2006 and 7/25/2007 Board meetings for presentation to the Membership will appear in the July/August 2007 *The Graybeards* (This Issue) before being presented at the 10/25/2007 Annual Membership Meeting for Membership approval.

Legislative Matters

- Director Bob Banker updated the Board on the status of Federal Charter Bills, HR 2852 and S. 1692, the bills to award a Federal Charter to KWVA.

He stated that a real push by all directors was required to call on all Representatives and Senators to move and pass the bill. He requested that the Board of Directors reaffirm its support for the Federal Charter, using a roll call rather than a voice vote to ensure that all members of the KWVA have a record of each Board Member's vote on this issue. A roll call was taken with all present voting yes

Report of Legal Actions

- In Director Dauster's absence, Attorney Faircloth spoke to the issue of the KWVA suit against the insurance company handling the losses occurring under a previous administration.

Report Concerning the National Capitol Area

Office

- Secretary Hutton reported on the progress in the new office. The Board approved expenditures through three months and directed that a lease contract be presented by the President at the Reno Board Meeting.

New Business 2007-08 Appointments

- President Dechert presented an Action Item of his nominations for 2007~8, including two new Special Committees: The National Ceremonies Committee, and The 2007-2008 National Transition Committee. A motion was made and seconded to approve the appointments and the motion carried with no objections. The data are available on the KWVA Website, www.kwva.org and will be published in the Sep/Oct 2007 edition of *The Graybeards*.

President's Report

- The President referred to his Report on accomplishments previously mailed to the Board, printed in *The Graybeards*, and posted on the website for the membership. A motion was made and seconded to approve the report and carried with no objections.

Secretary's Report

Secretary Hutton reported on *The Graybeards* and the website. On *The Graybeards*, the primary discussion centered on a decision to change to a new type of USPS mailing, called "Periodical" or "Magazine" Status. This form of mailing should ensure members of faster delivery as well as "Tracing" capability on delivery status. Members should receive *The Graybeards* in about the same time as First Class Mail. Given the current amount of advertising (about 4% of content), we hope to see a reduction in expenses, as opposed to the current 3rd Class rate.

On the KWVA website and internet use, Mr. Hutton urged that a larger percentage of members be encouraged to find a way to access the site. It is estimated that only 40% of the members use the KWVA website. He also discouraged the use of the medium as a vehicle for "Venom Release."

- Jake Feaster, Assistant Secretary and Supervisor of Membership Management, was introduced and presented a detailed report on the Chapter and Membership Databases prepared by himself and Webmaster Jim Doppelhammer.

He explained how the Directors could use the system to monitor Chapter "Compliance." Supervisor Feaster also brought up the issue of how to enforce compliance and what penalty should be given to non-compliant Chapters. This action was referred to the Membership Committee.

Report of Budget and Finance Committee

- Director Marvin Dunn, Chairman of the Committee, presented the proposed 2008 Budget. One Action Item presented to the Board was to increase the Associate Member dues to \$16.00 to bring it in line with the increase previously approved for Regular Members in 2006. The vote was 7 for and 6 opposed. The 2008 budget calls for income of \$428,400.00, if it is approved at the October Director's and Annual Membership Meeting This includes the expectation of \$250,000.00 from dues and \$125,800.00 from fund raising. Projected expenses would also equal \$428,400.00. The largest expense item is the editing, printing, and mailing of *The Graybeards*, estimated at \$172,000.00.

• **Note:** The following was discussed during the Convention Report, but is more appropriate to be inserted under Fund Raising/Finance. Secretary Hutton described a new book about to be released by the Pulitzer Prize winning author David Halberstam, called *The Coldest Winter*. It was a five-year project. Immediately after completing the final draft, Mr. Halberstam was killed in a car accident. The book will be released to the public in late September. (There is a related article in the June/July, 2007 *The Graybeards*). The KWVA has the opportunity to buy a bulk quantity at a substantial discount and resell them to our members at a discount for them, and raise significant funds. This was referred to the Fund Raising Subcommittee of the Budget and Finance Committee, with authority to act.

Report of the Tell America Committee

• Director Yanacos presented a report on the Tell America Committee, which is primarily the work of members Larry Kinard and James Yaney. There are now Video CD's available to support the program, which continues to be highly successful, particularly as aimed at the Junior High level.

Revisit Program Report

• Director Wiedhahn reported for Tom Clawson, Committee Chairman for the Revisit Program. Mr. Wiedhahn complimented President Dechert for his direct efforts in Korea to get the criteria for eligibility expanded. We now have a total quota of 338 positions. Now eligible are widows and children of Korea KIA, of veterans passing since the combat years, and spouses and children of veterans who cannot travel.

Report of the Membership Committee

• Director Jeff Brodeur presented the report, which reported a net increase of 163 members. This is considering deaths, closing chapters, non-renewing members and other losses. He discussed the "We Want You Back" program, which has brought many former members back to the rolls. Mr. Brodeur also presented a picture of a proposed plaque that would be added to the Korea Veterans Memorial, specifically honoring the Korea Service Veterans serving in Korea since the Armistice. The motion to approve this action was passed unanimously, with slight changes in wording. He also asked for approval on a motion to add birth year and clarify "Credit Card" payment for life wording on the application for membership. It was approved by the Board, the SPM to be changed accordingly.

Mr. Brodeur presented an application for re-instatement of membership from Harley Coon, a former member, who was expelled in 2005. The application had been received by the Secretary and referred to the Membership Committee by direction of the President since Board Action was required. A reinstatement requires a 2/3 Board majority vote of the Board present. After a lengthy discussion, the application was rejected by the 2/3 majority required by the Bylaws.

• The H. Edward Reeves Chapter 311 of Arizona has been granted a new Charter. Because of difficulties with the Department of Arizona, the Chapter has requested the National Sergeant of Arms to represent the President and make the award directly to the Chapter. A Board motion was made, seconded, and approved with no objection to do so.

Report of the Resolutions Committee

• 2nd Vice President Ferris represented Director Dauster, who had forwarded 10 Resolutions to the Board for presentation. Because of Mr. Dauster's absence and familiarity with the material, the Board elected to defer the Resolution Review to the October Board Meeting. A motion was made and seconded and the motion carried with no objection. President Dechert stated that it is imperative that appropriate Board Committees meet and review issues prior to that Board meeting.

KWV National Museum & Library Report

• Director Mac Swain reported the status of the KWVNM & L now named Korea War National Museum. Their web site is <http://www.kwnm.org/>, and their new location is Springfield, IL. In conversation with Bob Mitchell of KWVA Lone Star Chapter in Houston, who is on the Board of KWVNM, Director Mac Swain reported that funding is increasing, with donations averaging \$60,000.00 per month.

Although there are certain signs of development in the land area, Director Mac Swain advises the KWVA not to commit any support until there is more substantial evidence of it "actually" becoming the Korean War National Museum

Ethics and Grievance Report Committee

• Chairman Steve Szekley and the President/Chairman were prepared to present his report. However, a motion was made to table his report until the October Meeting. This was done in the interest of time. A motion was made and seconded and the motion carried with no objection.

FOR THE GOOD OF THE ORDER

• President/ Chairman Dechert opened the meeting for comments from the floor. Clyde Hooks, Department of South Carolina Commander, again brought up the question of the regionalization of Directors. (He had previously had floor discussion when the Board discussed, and rejected, the action by vote on the issue during the Bylaws report.)

He brought up the issue of whether the Board was representing the members properly. He also questioned whether the board had followed proper procedures in past meetings such as previous closed sessions. The KWVA's Attorney, Jimmy Faircloth, requesting and receiving permission to speak, stated that the Board had followed proper procedures in every instance. President/Chairman Dechert added that the Board has done the very best it can in matters that are very sensitive, trying to protect the "Good of the Order" of the KWVA, and the personal reputations of the people affected. He then specifically asked Director Mac Swain, Chairman of the Bylaws Committee, if he (Dechert) had ever violated the Bylaws. The answer was "no." He then asked Director Mac Swain if he (Dechert) frequently asked him for Bylaws compliance before taking actions. The answer was "yes."

• Motion to adjourn was made and seconded; the motion carried with no objection.

• Meeting adjourned at approximately 1835 hours.

To the Colors

• Led by Acting Sergeant of Arms, Dick Brown.