

FROM THE SECRETARY

Frank Cohee


February 23, 2015

SUBJECT: "Packet" of Material for the March 27, 2015 Board Meeting.

This package contains the agenda and supplemental information for the subject meeting that the President and I are aware of at this time. Most of the information consists of action items to give you time to review them prior to the meeting. This may not be all of the information that will be covered. If additional information is received I will forward it to you by email or snail mail. Also there may be handouts at the meeting. All of the additional information should be placed in your packet and it should be used as a workbook at the meeting.

PLEASE BE SURE AND BRING THE PACKET WITH YOU TO THE MEETING.

Do not hesitate to call me if there are any questions. I will see you in Arlington.


Frank

863.859.1384, 863.255.5968 (Cell)

**KOREAN WAR VETERANS ASSOCIATION, INC.
BOARD MEETING, MARCH 27, 2015**

MEETING ANNOUNCEMENT: E-mail from executive Director and National Secretary, dated January 24, 2015

PLACE OF ANNOUNCED MEETING: The Sheraton Pentagon City Hotel, 900 South Orme St., Arlington, VA 22204, Phone 703-521-1900

ANNOUNCED PERIOD OF MEETING: March 27, 2015, 0900-1500

CALL TO ORDER: Larry Kinard, President

PLEDGE OF ALLIGENCE: Director Whitmore, Chm., NCC

INVOCATION: Past President Mac Swain

ADMINISTRATIVE ANNOUNCEMENTS: Larry Kinard, President

ADOPT AGENDA: Larry Kinard, President

ADOPT BOARD OF DIRECTORS RULES OF DEBATE & DECORUM: Larry Kinard, President

ROLL CALL: Frank Cohee, Secretary

KWVA Board Members:

Larry Kinard, President
James Fisher, Executive Director
Warren Wiedhahn, 1st. Vice President
J. D Randolph, 2nd. Vice President
Frank Cohee, Secretary
Tom Gregg, Treasurer
Richard Brown, Director
Luther Dappen, Director
John "Sonny" Edwards, Director

Salvatore Scarlato, Director
George Bruzgis, Director
George Covell, Director
Tine Martin, Director
Thomas Stevens, Director
Roy Aldridge, Director
Albert McCarthy, Director
Thomas McHugh, Director
L.T. Whitmore, Director

KWVA Staff: Jim Doppelhammer, Webmaster, Jake Feaster, Membership Management and Assistant Secretary, Jongwoo Han, KWVA Liaison to Korean –American Assn, Bill Mac Swain, Senior Advisor, Lew Ewing, Past Director and Past Bylaws Chairman

Recorder: Kathy Wilson

ACTION ON ABSENCES IF NECESSARY:

President Kinard

DECLARATION OF QUORUM:

Secretary Cohee

**APPROVAL OF PREVIOUS BOARD of DIRECTORS MINUTES
OF October 16, 2014:**

Secretary Cohee

GUEST SPEAKERS:

Col. Weber, Jongwoo Han

TREASURER'S REPORT:

Treasurer Gregg

PRESIDENTS REPORT:

President Kinard

MEMBERSHIP REPORT:

Director Edwards/
Director McCarthy

OLD BUSINESS:

Consider adding a new section 8.1 to the bylaws/SPM to comply
With IRS requirements for policy for including a KWVA Chapter under
The KWVA Group Exemption Letter

Director Stevens/Treasurer
Gregg

Revise SPM form 4.11.1

Treasurer Gregg

Suggested changes to SPM 2.4.1.5, 2.5.3 2.5.3.1 and 4.9.1

Director McCarthy

Report from the Committee on 38th. Parallel highway signs

Director Martin

NEW BUSINESS:

Approval is requested of a plan to recruit post-armistice Veterans
and funding for the initial phase.

Director McCarthy

Approval to select and fund the appropriate advertising
option (Recruitment advertising in the Stars and Stripes)

Director McCarthy

Revise Article II, Officers, Board of Directors and Association
Elections to provide an alternate means of Director voting

Director Stevens

Revise Article VIII, Amendments and Resolutions Section 2,
Bylaws Amendments to allow the Board to adopt bylaw
Amendments in conformance to existing Charter parameters

Director Stevens

Discussion of 5 year plan for Annual Membership Meetings

Executive Director Fisher

Recommendation to change the name of the Korean War
Veterans Association (KWVA) to the Korea Veterans of America
Association (KVAA)

Executive Director Fisher

FOR THE GOOD OF THE ORDER/AWARDS PRESENTATIONS:

President Kinard

BENEDICTION:

Past President Mac Swain

FLAG SALUTE

President Kinard

MOTION TO ADJOURN

President Kinard

KWVA BOARD OF DIRECTORS RULES OF DECORUM & DEBATE
(Based on Robert's Rule of Order Newly Revised 12th Edition)

1. **A BOARD OF DIRECTOR MEMBER MUST OBTAIN THE FLOOR AND BE RECOGNIZED BY THE PRESIDING OFFICER USING HIS POSITION AND NAME BEFORE ADDRESSING THE BOARD.**
2. **THE BOARD MEMBER MAY REMAIN SEATED WHEN ADDRESSING THE BOARD AND IF THE BOARD MEMBER MAKES A MOTION THAT BOARD MEMBER HAS THE FIRST RIGHT TO SPEAK TO THE MOTION.**
3. **BOARD MEMBERS MUST BE COURTEOUS AND NEVER ATTACK OR QUESTION THE MOTIVES OF OTHER BOARD MEMBERS.**
4. **DISCUSSION SHALL BE FOCUSED ON THE MATTER OR IDEA IN QUESTION AND NOT ON PERSONALITIES.**
5. **BOARD MEMBERS ARE LIMITED TO 10 MINUTES ON EACH SUBJECT DURING DISCUSSION AND MAY SPEAK THE SECOND TIME ONLY IF ALL OTHER BOARD MEMBERS WHO WISH TO SPEAK HAVE SPOKEN ON THE PENDING MOTION.**
6. **A BOARD MEMBER MAY SPEAK MORE THAN TWICE IF THE BOARD GRANTS ADDITIONAL TIME BY A MAJORITY VOTE OF THE VOTING BOARD PRESENT.**
7. **THE CHAIR MAY RECOGNIZE MEMBERS ATTENDING THE MEETING ONLY AFTER BOARD MEMBERS HAVE COMPLETED THEIR DISCUSSION ON THE PENDING MOTION.**
8. **THE CHAIR MAY CALL FOR VOTING BY A SHOW OF HANDS, OR A VOICE YES OR NO. A SECRET BALLOT OR ROLL CALL VOTE MAY BE CALLED FOR BY A REQUEST OF ONE-FIFTH (1/5) OF THE VOTING BOARD MEMBERS PRESENT.**
9. **THE ABOVE RULES MAY BE AMENDED, SUSPENDED, OR RESCINDED BY A TWO-THIRDS (2/3) VOTE OF THE VOTING BOARD MEMBERS PRESENT.**



KOREAN WAR VETERANS ASSOCIATION, INC.
STANDARD PROCEDURE MANUAL (SPM-005 R004a)
SPM FORM 4.6-1

January 23, 2015

KWVA BOARD OF DIRECTORS MEETING AGENDA ITEMS

TO: KWVA SECRETARY

FROM: Executive Director, (James R. Fisher), Korean War Veterans Association (KWVA)

DATE: Friday, March 27, 2015

SUMMARY: “**Wall of Remembrance**” - The Korean War Veterans Memorial Foundation is requesting to persuade Members of Congress to sign on as co-sponsors to a House Resolution (H.R.) to make this Wall of Remembrance a reality. They need at least 218 co-sponsors before this legislation can be "forced" to reach the floor of the US House of Representatives using the Discharge Petition process. A discharge petition is a means of bringing H.R. out of Committee (it is presently languishing in the Subcommittee on Public Lands and Environmental Regulations (chaired by the Honorable Rob Bishop of Utah) of the Committee on Natural Resources, chaired by the Honorable Doc Hastings (WA-4th). H.R. 318 was introduced by Congressman Hall (TX) on January 18, 2013. On June 10, 2014, the Subcommittee on Public Lands and Environmental Regulation held a legislative hearing on H.R. No further action has been taken by that Subcommittee. With the new 114th Congress, it is critical that the bill receives the necessary number of co-sponsors (218) before the end of this Congress.

BODY: COL(R) Bill Weber, Founder and Chairman of the Board for the Korean War Veterans Memorial Foundation has requested to speak with the Korean War Veterans Association Board of Directors during their Friday, March 27, 2015 Board Meeting. He would like to update the Board on the new legislation requesting their initiatives to get co-sponsors for the House Resolution to add the names of the Fallen of the Korean War to an addition at the Korean War Veterans Memorial.

ACTION: Recommend the President of the KWVA Board of Directors approve ten (10) minutes of the agenda for COL Weber to update the Board of the KWVA on the status of the initiative to add the names of the fallen to the Korean War Veterans Memorial.

Respectfully submitted,

James R. Fisher
Executive Director
Korean War Veterans Association

BLC #3

Chapters recognized under the IRS Group Exemption

WHEREAS: KWVA Chapters may desire to be included in the approved IRS Group Exemption.

WHEREAS: The IRS has authorized KWVA to include Chapters requesting and meeting the IRS criteria to be included in the KWVA Group Exemption.

BE IT RESOLVED: That Chapters requesting and meeting the IRS criteria as outlined in the SPM, Section 8.1 be included in the KWVA Group Exemption and the Chapter will be recognized by IRS as an exempt organization under IRS Code section 501(c)(19).

SPM

Section 8.1, Chapters requesting IRS 501(c)19 status under the KWVA Group Exemption.

- A. Chapters may be included in the Korean War Veterans Association Inc. (KWVA) Group Exemption Letter which was approved by IRS on August 29, 2014. Any Chapter requesting to be included in the Group Exemption may do so by submitting the following to the KWVA Treasurer:**
- 1. Affirmation from the Chapter governing body that the Chapter requests to be included in the Korean War Veterans Association Inc. (KWVA) Group Exemption.**
 - 2. Affirmation from the Chapter Commander that the Chapter is under the general supervision of Korean War Veterans Association whose headquarters is in Charleston, IL.**
 - 3. Provide the Chapter IRS EIN, Chapter identification number (CID) and Chapter address.**
 - 4. Affirmation that the Chapter's accounting year end is December 31st.**
 - 5. Affirmation that all members have paid their KWVA National dues in accordance with the KWVA bylaws.**
 - 6. Affirmation that the Chapter is not a private foundation.**
 - 7. Affirmation that the Chapter was organized on or before September 12, 2012 or that it is newly organized.**
 - 8. Provide a detailed description of the purpose of the Chapter, its revenue sources and the nature of its expenditures.**
 - 9. Affirmation that the Chapter Commander will notify the KWVA Treasurer when the membership of the Chapter falls below 75 per cent of its members being past or present members of the Armed Forces of the United States, as defined in IRS Code section 501 (C) (19).**
 - 10. Include a copy of the Chapters approved organizational documents in the State where it is organized, (i.e. Articles of Incorporation).**
- B. Generally a Chapter which already received tax exemption status from IRS would not desire to be included in the KWVA Group Exemption.**

SPM FORM 4.11-1

Bylaws Change Request

PREPARATION PROCESS

1. Bylaws are the Board approved policies, governing the Korean War Veterans Association. A proposed change to them shall be:

- To delete an existing policy (Bylaw);
- To revise an existing policy (bylaw); or
- **To add a new policy (Bylaw).**

2. Please limit the change just one subject. Be specific to what the change should be, and the specific part of the Bylaws that is affected.

3. Research the purpose by gathering documentation to support the proposed Bylaws change.

4. Draft the Resolution with a Preamble, so called because it precedes the Resolving Clause(s). Each preamble paragraph will state a separate reason and will be preceded by the word "WHEREAS."

5. The Resolving Clause, so called because it begins with the words "RESOLVED THAT;" states who will do what.

6. The number of "WHEREAS" and "RESOLVED THAT" do not determine how good a Resolution is. The perceived purpose and action to be taken are what is important. Too much information or hearsay will clutter a well-meaning Resolution presentation.

Suggested changes to the Standard Procedure Manual of the KWVA

(Submitted by Albert McCarthy, National Director and Election Committee Chairman)

Existing SPM

2.4.1.5 Submit the Call for Election for Association officers in the September/October and November/December editions of The Graybeards, using SPM Procedure 3.4.1, Call for Election this manual.

Change to:

2.4.1.5 Submit the Call for Election for Association officers in the **July/August** and September/October editions of The Graybeards, using SPM Procedure 3.4.1, Call for Election this manual.

Reason for change:

To ensure conformity with SPM 3.6.1 Call for Election and to allow for sufficient notification to the membership.

Existing SPM

2.5.3 Elections Committee

Responsibilities

2.5.3.1 Assist the KWVA Secretary to assure that the "Call for Election" is issued for publication in the September/October and November/December editions of The Graybeards magazine so that candidates for open offices have ample time to respond before the December 15 deadline.

Change to:

2.5.3.1 Assist the KWVA Secretary to assure that the "Call for Election" is issued for publication in the **July/August** and September/October editions of The Graybeards magazine so that candidates for open offices have ample time to respond before the December 15 deadline.

Reason for change:

To ensure conformity with SPM 3.6.1 Call for Election and to allow for sufficient notification to the membership.

Existing SPM

SPM Form 4.9-1

1. Requirements:
 - b. Must present a current photograph suitable for publication in The Graybeards.

Additional language added:

1. Requirements:
 - b. Must present a current photograph suitable for publication in The Graybeards, **where the candidate is clearly the focus of the picture.**

Reason for addition:

To ensure the background is minimal compared to the candidate's picture.

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Existing SPM Form 4.9-1

1. Requirements:
 - c. Must submit a letter with the following:
 - 2) A resume of their qualifications for this office stating any experience that will be of benefit to the Association.

Change of language:

2) A **summary** of their qualifications for this office stating any experience that will be of benefit to the Association. **The combined letter and summary should not exceed a page and a half.**

Reason for change:

To ensure the candidate does not submit an actual full resume requiring the Committee to determine what is or is not relevant in the candidate's background, and to ensure the entire letter and summary do not exceed a page and a half.

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Existing SPM Form 4.9-1

1. Requirements:
 - c. Must submit a letter with the following:
 - 3) Their current mailing address, telephone number, KWVA membership number.

Additional language added:

3) Their current mailing address, telephone number, KWVA membership number, **and Email address if available.**

Reason for addition:

Enhances our ability to communicate quickly and effectively with candidates if telephone communication is not available, not being picked up, or messaging is full.

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SPM Form 4.9-1

1. Requirements:

e. Send the above items by “USPS Certified Mail, Return Receipt Requested”, to the Elections Committee Chairman to arrive no later than December 15 of the year immediately prior to upcoming elections.

Additional language added:

e. Send the above items by “USPS Certified Mail, Return Receipt Requested” **or “USPS Express Mail, Return Receipt Requested”**, to the Elections Committee Chairman to arrive no later than December 15 of the year immediately prior to upcoming elections. **Scanned email documents are not an acceptable alternative and will be automatically deleted.**

Reason for addition:

USPS Express Mail can be sent overnight to meet the December 15 deadline and still ensure a Return Receipt is generated.

Scanned documents can have the date altered by the sender, and documents and signatures can be generated and/or altered through Photoshop and misrepresent actual data.

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(End of changes and additions)

To: KWVA Board of Directors

FROM: Albert McCarthy, National Director

Date: Meeting Date: March 27, 2015

Summary: Recruitment advertising development, design, and placement program

Body: A presentation on the development, design, and placement of recruiting options in conjunction with Mt. Wachusett Community College

Motion: Request approval of some or all of the plan to recruit post-armistice veterans and funding for the initial phase.

To: KWVA Board of Directors

FROM: Albert McCarthy, National Director

Date: Meeting Date: March 27, 2015

Summary: Recruitment advertising in the Stars and Stripes.

Body: A presentation of options and related costs

Motion: A decision by the Board to select and fund the appropriate o advertising option.

**KOREAN WAR VETERANS ASSOCIATION, INC.
MARCH 2015 BOARD MEETING
BYLAWS COMMITTEE REPORT**

REVISION NUMBER 1:

The purpose of this Bylaw revision is to provide an alternate means of Director voting.

Rewrite Bylaw to read:

ARTICLE II, OFFICERS, BOARD OF DIRECTORS AND ASSOCIATION ELECTIONS

Section 2... Board of Directors. The KWVA, Inc. shall have a Board of Directors consisting of seventeen (17) members: five (5) officers, (President, First Vice President, Second Vice President, Secretary and Treasurer), an Executive Director, together with twelve (12) Directors, four (4) of whom shall be elected annually, prior to the Annual Membership Meeting.

- A. Voting.** All votes of the Board shall be by simple majority, unless stated otherwise hereinafter, with a quorum of at least eight (8) elected members in attendance. Only the elected twelve (12) Directors and the First and Second Vice Presidents have a Board vote – the President has a tie breaking vote only at any called meeting. In case of a U.S.P.S. mailed or electronically mailed (email) ballot vote, the President is allowed to vote. Appointed officials of the Board, other than those appointed to fill vacant elected positions, do not have a vote.
- B. Open Meetings.** Any member of the Association may attend meetings of the Board and, at the discretion of the Board, may be invited to address them. Called Executive Sessions for Ethics & Grievance decisions and/or hearings are attended only by the Board, and those members invited to attend. These meetings or sessions are closed to other members of the Association because of confidentiality requirements. Voting remotely, i.e. U.S.P.S. or electronically isn't applicable to Executive Sessions. Refer to Article X of these Bylaws for E&G Hearings.
- C. Special Meetings.** The President or ten (10) elected members of the Board may call a Board meeting for one (1) purpose only, by giving two (2) weeks written notice to all members of the Board, stating the date and time, the exact location of the meeting place and the agenda of the meeting.

Said meeting may also be conducted electronically, specifying the latest date by which votes can be submitted.

D. Business Without a Meeting. “Business Without a Meeting” of the Board may be called for by the President or when a previous Board meeting motion authorizing a U.S.P.S. or email ballot has been made. Should the President not agree to a called meeting, a majority of the voting Board may call for the meeting by U.S.P.S. or email ballot with a signed petition to the Secretary. The Secretary shall send a ballot via Return Receipt U.S.P.S. or email with receipt requested to every voting Board member, stating the motion(s) or request(s), and their vote for or against. Any such action must be ratified by a quorum at the next Board meeting.

**KOREAN WAR VETERANS ASSOCIATION, INC.
MARCH 2015 BOARD MEETING
BYLAWS COMMITTEE REPORT**

REVISION NUMBER 2:

The purpose of this Bylaw revision will allow the Board to adopt Bylaw amendments in conformance to existing Charter parameters.

Add Paragraph D & E under Section 2 to read:

ARTICLE VIII, AMEDMENTS AND RESOLUTIONS

Section 2. Bylaws Amendments. Any Chartered Department, Chapter or Regular Member in good standing may propose amendments to the Bylaws by presenting them in writing to the Chairman of the Bylaws Committee at least forty-five (45) days before the next scheduled meeting of the Board.

- A. Such proposals shall be considered at that meeting and if approved by the Board, they may then be published in the next scheduled edition of The Graybeards publication for ratification by a two-thirds (2/3) vote, of at least a Regular membership meeting quorum, at the next scheduled Association Membership meeting. Procedures for the Bylaws amendment process are provided in the SPM.
- B. If no quorum is present a ballot vote shall be sent by direct mail or inserted in the following edition of The Graybeards publication and sent to current Regular Members. Ratification of the proposed amendment will require a two-thirds (2/3) approval vote by a quorum as defined in Article IV, "Annual Association Membership and Special Meetings", Section 2
- C. Alternatively, should the Board choose by a simple majority to initiate the ratification process of the amendment(s) sooner, they may authorize that a ballot vote shall be sent by direct mail or inserted in the following edition of "The Graybeards" and sent to current Regular Members. Ratification of the proposed amendment shall require a two-thirds (2/3) approval vote by at least a quorum defined in Article IV, "Annual Association Membership and Special Meetings", Section 2.

- D. Alternatively, the proposed amendment may be adopted, without ratification by the membership, by the affirmative vote of two-thirds (2/3) of the entire Board present at any Board meeting at which a quorum is present. That action may be taken only if the written notice of the Board meeting included the text of the proposed amendment. Any Bylaw adopted by the Board under this Subsection may be amended or repealed by the members, using the amendment process under the preceding provisions of this, Article VIII, "Amendments and Resolutions".
- E. If any Bylaw regulating an impending election of directors is adopted, amended, or repealed by the Board, then the notice of the next election of directors must contain the Bylaws so adopted, amended, or repealed, with a concise statement of the changes made.



KOREAN WAR VETERANS ASSOCIATION, INC.
STANDARD PROCEDURE MANUAL (SPM-005 R004a)
SPM FORM 4.6-1

January 2, 2015

KWVA BOARD OF DIRECTORS MEETING AGENDA ITEMS

TO: KWVA BOARD OF DIRECTORS

FROM: Executive Director, (James R. Fisher), Korean War Veterans Association (KWVA) and Korean War Veterans Association 1st Vice President (Warren Weidhahn).

DATE: Thursday, March 26, 2015

SUMMARY: Recommendation to change the name of the *Korean War Veterans Association (KWVA)* to *Korea Veterans of America Association (KVAA)*

BODY: As membership in the KWVA continues to decline as more Korean War Veterans pass from this earth, it is essential that the KWVA consider new and innovative ways to increase membership into the association. There are an estimated 2,275,000 Korean War veterans still living. For the association to continue and to keep the legacy of the Korean War veterans from fading away, we are recommending the following steps to be considered to preserve the association:

1. Change the name of the *Korean War Veterans Association* to the *Korea Veterans of America Association (KVAA)*.
2. Actively recruit the hundreds of thousands Korean Defense Veterans who served in the Korean peninsula from 1955 through the present into the *Korea Veterans of America Association (KVAA)*
3. Allow family members to become associate members of the association.
4. Consider the following Korean War organizations to fall under the umbrella of the Korean War Veterans of America:
 - a. The Chosin Few
 - b. The Korean War Ex-POWs Association
 - c. The 65th Infantry Combat Regiment

ACTION:

1. Recommend that the KWVA Board of Directors consider changing the name of the *Korean War Veterans Association* to the *Korea Veterans of America Association (KVAA)*.
2. Recommend recruitment efforts to enlist Korean Defense Veterans into the *Korea Veterans of America Association (KVAA)*
3. Allow other Korean War veteran organizations to fall under the umbrella of the *Korea Veterans of America Association (KVAA)*.

Respectfully submitted

James R. Fisher
Executive Director
Korean War Veterans Association