

**OCTOBER 10/11, 2006 EL TROPICANO HOTEL
SAN ANTONIO, TX**

MEETING CALLED TO ORDER AT 10:21 AM by President Dechert

Pledge of Allegiance- John Sonley

Opening Prayer- Chaplain Stegman

Administrative announcements were made on the rules of conduct for the meeting and a reminder given that packets of Action Items along with the meeting agenda had been mailed to every director/key officers.

OPENING DISCUSSION

■ President Dechert asked for a motion to accept the agenda as previously distributed to attendees.

■ The President ruled that a motion from an individual from the floor was ruled Out of Order and illegal since the individual was not a member of the association.

■ Director Mac Swain made a motion which was seconded by Director Dauster to accept the Agenda as is.

■ The President announced that a Director had asked for all motions to be done by a Roll Call Vote and thus asked first for a Roll Call of all Directors in attendance.

• Roll Call: All officers and directors reported as present.

• The motion on the agenda was then voted on by a roll call vote which resulted in a tie vote with the President voting for the motion for an 8 to 7 majority for the approval of the agenda.

INTRODUCTION

Guests introduced included:

- Jimmy Faircloth, Attorney
- Jake Feaster, Assistant Secretary
- Boyle Henderson, CPA
- John Sonley, Sergeant-at-Arms
- Tine Martin, Jack Cooper, Tom McHugh; Assistant Sergeants-at-Arms
- Charles Price
- Leo Agnew, Acting Judge Advocate
- Stephen Szekely, Ethics & Grievances
- Jim Doppelhammer, Technology Director
- Vicki Garza, Federal Recorders
- Leonard Stegman, Chaplain
- J.D. Randolph, VAWS
- Clyde Hooks (South Carolina), Tom McHugh (New Jersey), Marvin Dunn (Texas), State Department Commanders

MINUTES OF PREVIOUS MEETINGS

■ Secretary Hutton reminded the attendees that the October 4, 2005 Board Minutes were published in the Nov/Dec 05 The Graybeards, and asked for any errors or omissions: none were expressed.

• The minutes were thus approved

■ Secretary Hutton brought up the "Business without a Meeting" dated July 6th.

• Several directors were confused about the meeting, but all directors had been contacted and responded with the required ballots.

■ Director Dauster made a motion to vote on ratification of these items.

■ Director Dunn seconded.

• The Business without a Meeting was ratified by an 8 to 6 Roll Call Vote.

TREASURER'S REPORT

■ Richard Hare presented the Treasurer's Report, and each Director was given a copy to follow. (The full report is published elsewhere in this edition of The Graybeards). Some of the highlights are:

• a current income surplus, which should break us even on the year.

• We netted \$ 84,064.87 from the "Weapons" Fund Raiser.

• Our total assets (as of Sept. 30) were \$497,893.54, the majority invested with AG Edwards.

■ Mr. Hare, in response to questions, explained the investment concept we have given AG Edwards, which is to be conservative. He also pointed out that we had no operating budget figures prior to 2005, but the forecasts for 2006 have been pretty accurate, and we should continue to improve our accuracy.

■ There was a discussion about the amount of income (or lack thereof) from advertising.

• Our problem is charging the rates we would like for a distribution of only 18,000 copies.

• A comment from the floor was that perhaps we should focus on Community Relations Advertising.

• Another comment was that we focus on Korean-owned and manufactured products.

■ Director McClain made a motion to approve the Treasurer's Report. Director Edwards seconded.

• The motion carried by a voice vote.

OLD BUSINESS**ELECTIONS REPORT**

■ Director Banker reviewed the 2006 Elections, which were fairly smooth, except for the glitch on the Zip Code, which, as far as we can tell, did no harm.

• He did point out that certain mailings went out as if they were in the name of the Nominating Committee, which was completely untrue.

• Mr. Banker did not even vote.

■ Director Banker also:

• pointed out that we should allow more time between the cut off time between ballot receipt and tabulation

• recommended more secure stapling of the Ballot in the Graybeards.

■ Director Yanacos made a motion to accept the written report of the Election and Nomination Committee.

■ Director Dunn seconded and the motion carried by voice vote.

2007/2008 CONVENTION TIME AND PLACE REPORT

■ First Vice President Dickerson and Director Dauster reported that the 2007 convention will be held in Nevada as approved by the Membership at the 2005 Membership Meeting.

• It was agreed that the city would be decided on prior to the Annual

OF DIRECTORS MEETING

Membership Meeting scheduled for tomorrow.

■ There was some discussion about the current convention facilities and how air travel that required changes of planes affected the attendance at this meeting. Other discussion centered on:

- the general location for the 2008 Convention (time for the East Coast?)
- we need to realize we may have to increase the room rates from the \$100.00 range, which we have tried to follow.

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LUNCH BREAK (12:14 TO 1:43 PM)
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AFTERNOON SESSION- (Quorum Assembled)

■ Director Dunn seconded.

- The motion passed with no objection.

■ Bylaws Committee Chairman Mac Swain then made a motion that the Board of Directors has a committee selected to study and recommend to the Board if fewer Directors, Officers may be more efficient for the operation of the Board of Directors.

■ Director Dauster seconded the motion and a lengthy discussion was held.

- The motion was then voice voted and failed with no one for the motion.

STANDARD PROCEDURE MANUAL

■ Director Mac Swain reminded the Directors that a Standard Procedure Manual (SPM) was approved July 26, 2004.

- Copies of this SPM were made available to the new incoming Board of Directors for 2004.
- Assistant Secretary Jake Feaster, with assistance from Director Mac Swain, revised the SPM for clarification and consistency with the necessary changes brought about by the 2005 Bylaw changes and additions of an Ethics and Grievance Committee.
- The SPM was also checked to make sure it did not in anyway supersede the Bylaws now in effect.

■ Director Mac Swain made a motion that the revised SPM be accepted (warts and all), placed in effect, and changed as the need arises by the Board of Directors. (Note: The revised SPM was mailed to the Directors 8 days before the meeting).

■ Director Wiedhahn seconded the motion.

- Another lengthy discussion ensued.

■ Director Yanacos called for the question.

- The motion passed by voice vote to approve the revised Standard Procedure Manual for immediate use.

■ A continued discussion among the Directors included how the new SPM should be distributed to the members.

■ Second Vice President Pappas made a motion to send a copy to each member of the organization either by mailed or published in The Graybeards.

■ Treasurer Hare pointed out that the cost for (17,000 copies) could exceed \$20,000.

■ Director Morga seconded the motion.

■ After considerable discussion Second Vice President Pappas

amended his motion to wait six months before the SPM is sent out so many changes would not be required to update each one sent out.

■ Director Morga seconded his motion.

■ After further discussion on this amendment motion, Director Mac Swain made an amendment motion to place a coupon in The Graybeards in six months as a means to allow any member to get a copy of the manual by sending in a coupon and \$3 for printing and shipping, or get it free on the KWVA Website.

■ Director Dauster seconded.

- This amended motion carried by voice vote with no objections.
- The amendment motion made by Second Vice President Pappas to his original motion and amended by the final amendment was then approved by voice vote with no objection.

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5 MINUTE STRETCH BREAK (3:07 PM-3: 16 PM)
quorum reconvened.
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LEGISLATIVE MATTERS

■ Director Banker, reporting for Roy Burkhart, who has physical problems, spoke primarily about HR 3476. He:

- reported on the process used in Maryland to secure all of the congressional delegates as Sponsors of the Bill. That included 'Photo Ops' with Governor.
- stated he would split up the country, and assign Directors and Chapters to concentrate on specific States.
- asked for help from the Board, and asked if there was anyone who would not be willing to help to stand up. Since no one did, he assumes he has unanimous support from the Board.
- said in follow-up discussion that with a new congress forming in January, we will, in effect, have to start over.

■ Director Banker moved that the report of The Legislative committee be accepted.

■ Director Dunn seconded the motion.

- The motion was carried to accept the report by a voice vote with no objections.

FUND RAISER REPORT

■ Director Mac Swain reported on the Fund Raiser (referred to previously in the Treasurers Report.).

- In addition to the net of \$ 84,064.87 raised, we gained 10 new Regular Members, and about 112 new Associate Members.
- The mailing also had the effect of uncovering 74 deceased, so we can reduce the number of The Graybeards mailed.

■ Director Edwards commented that the fund raiser could have been more effective if multiple prizes were given, a point to be noted by the Fund Raising Committee for next year.

NEW BUSINESS**WASHINGTON LIASON OFFICE**

■ Secretary Hutton submitted a report on a plan to change the membership services operation to an office rather than a part-time contractor operating out of her home.

Continued on page 10

- KWVA would contract with Military Historical Tours (MHT) of Alexandria to provide operating services.
- MHT has offered virtually free space for an office in a professional environment.
- Simultaneously, we are implementing a new computer system, based on standard software that should be much easier to maintain.
- Directors Wiedhahn and Hutton met with Nancy Monson and offered her the opportunity to work out of the new office, but she has declined.
- The change is expected to cost approximately the same as the present arrangement with Nancy.
- A previous Executive Council had a budget item of \$3,000.00 authorized that should more than cover the capital cost for a new computer system.
- (At the time of the meeting Mrs. Monson had indicated willingness to assist in the transition to the new operation).
- Director Brodeur made a motion to allow the Secretary, in combination with the Membership Committee and KWVA Technical Services, to move the current Membership Operation to the MHT facilities, and contract with MHT for necessary operational and administrative services which are subject to the Board of Directors final approval.

- Director Yanacos seconded.
- The motion carried by a voice vote.
- This action was also approved by a previous Executive Council: Director Wiedhahn did not vote on that motion, nor was the motion ever acted upon by that Administration.

REPORTS FROM COMMITTEES**Tell America Program**

- Director Yanacos introduced Larry Kinard, Chairman of the Tell America Committee.
- Mr. Kinard:
 - talked of the many tools he has been distributing to chapters for assistance in meeting with schools and other activities.
 - noted that he also acts as an “exchange” for ideas across the country. These include videos, both 11 Minute and 30 Minute, and a standard “Packet” he sends, which was done for the 50th Anniversary of the War.
 - said he was seeking information as to how to obtain maps and other information for distribution
 - suggested that Chapters contact their local TV stations-especially PBS-type, who have been supporters.
- A number of Directors had ideas for Mr. Kinard in tracking down materials for his distribution.
- Director Doyle made the motion to authorize the printing of a brochure obtained from Chapter One in New York to be made available to chapters where their names may be placed on the back cover.
- Director Dauster seconded.
- The motion carried by voice vote.

Budget and Finance

Note: The Budget for 2007 appears elsewhere in The Graybeards.

- Director Dunn discussed and presented a number of issues.
 - A primary one is the current amount charged for Lifetime Membership in KWVA of \$150. He presented a plan to raise the Life Membership to \$750, dependent on age.
 - There were lengthy discussions about the need for greater income versus the downside of turning off younger members.
 - There were many other issues, including:
 - how many Life Members we have today (about 7,000)
 - what other veteran groups are now charging since raising their rates because of inflation
 - how payments could be spread out
 - There was considerable discussion about the annual Regular Dues and a proposal to raise those to \$26 per year.
 - Director Dunn made a motion to raise Regular Annual dues to \$26 effective January 1, 2007.
 - Director McClain seconded.
 - Following the discussion a vote by voice was taken and this increased amount passed.
 - More discussion followed.
 - Director McClain made a motion to reconsider who had voted affirmative on the original motion.
 - Director Brodeur made a motion to amend the amount from \$26 to \$25
 - Director McClain seconded this motion and a voice vote approved this amended amount.
 - Director Edwards made a motion to raise the Life Membership to \$300 with a six-month pay period.
 - Director Wiedhahn seconded.
 - After discussion the motion failed to pass.
 - Director Brodeur made a motion to make the Life Member dues a range of \$ 600.00 at age 35 and under, \$450 at age 36-50, \$300 age 51-64, and \$150 age 65 and older.
 - Director Edwards seconded the motion.
 - The motion carried by voice vote.

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 BREAK- 5:17-5:27 PM

Resume Budget and Finance

The next section of Finance and Budget had to do with expense reimbursement.

- A motion was made to delete meal allowance of \$35 during auto travel and meals while at the meeting from \$45 to \$30 per day.
- Director Mac Swain seconded the motion.
- During the discussion Second Vice President Pappas offered an amendment to the motion that we pay only motel and travel, items one, three and four on the existing Action Item #2 slide.
- Director Fountain seconded the motion.
- The amended motion carried 8 to 6.

DIRECTORS MEETING (Continued)

- The next Action Item #3 was a motion made by Director Dunn to establish a budget allocation in case the KWVA receives a Charter.
- The motion died for lack of a second, because most Directors agreed that this should be done when we finally do receive a Charter.
- The final Action Item #4 was to establish an Annual Fund Raiser under the Finance Committee.
- Finance Committee Chairman Dunn made a motion for the Board to approve an Annual Fund Raiser using a donated Korean-produced automobile as first prize, and a Korean-produced HDTV for General Membership Projects and a portion for the Korean War Memorial upkeep in Washington, D.C.
- Director Edwards seconded the motion.
- Following a discussion period, the motion carried by a counted vote of 8 to 4.

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 MEETING ADJOURNED OCT 10, AT 5:59 PM
 TO RESUME OCT 11, AT 8:00 AM

KWVA BOARD MEETING – CONTINUATION OCT 11**OPENING 8:04 AM – CALL TO ORDER**

- The secretary reported all Director and Officers present.
- President Dechert acknowledged Sergeant Major Grady Thomas, NCO of the Memorial Service on Oct 10, who led the group in the Pledge of Allegiance.
- Chaplain Stegman led the prayer

Budget and Finance Continued

(Budget details are included elsewhere in *The Graybeards*)

- The total income budget for the year is \$ 370,000. The \$128,000 is allocated from Fund Raising.
- A general discussion took place on whether this money could be spent in the general fund, or if it had to be allocated for The Korean War Memorial Fund.
- The consensus was that, based on the way the motion was worded, all would not have to be allocated for the Memorial.
- On the expense side, the principal cost continues to be The Graybeards at a projected \$165,000 cost.
- On fees, there was budgeting for Accounting. However, there is no budget item for a separate Audit function, being carried out by another firm.
- On operating costs, a question was asked about a \$30,000 item for Membership Secretarial Services. This amount would be replaced by “Outsourcing Services” with the new operating arrangement projected in the Virginia Office (assuming Board of Directors approval after review and approval of a contract).
- All other income and expense questions asked were answered by Director Dunn, Treasurer Hare, and CPA Boyle.

INSURANCE CLAIM ISSUE

- As part of the budget discussions, Director Dauster brought up an old issue: the claim settlement KWVA received for the loss of \$240,000 which was the result of criminal activity of Mr. Maison, the Treasurer in a previous administration.
- Under Mr. Pappas and Mr. Coon, there was no additional action

taken when Chubb Insurance determined that \$ 131,000.00 was a partial reimbursement to KWVA, and that was the last payment received.

- Under Mr. Dechert, Director Dauster has reintroduced this issue, and wants to pursue legal action to try to collect addition funds.
- There was a long discussion among the Board and Attorney Mr. Faircloth about the likelihood that KWVA could gain from legal action.
- Director Dauster made a motion to have our Attorney evaluate the merits of continuing with the claim.
- Director Yanacos seconded.
- The motion was approved by a voice vote.

BUDGET APPROVAL

- The Board went back to reviewing the remaining budget items.
- Director Dunn made a motion to approve the 2007 Budget.
- Director McClain seconded the motion.
- The discussion continued with questions from Director Morga, who finally stated he did not think we should pass this budget.
- Director Wiedhahn called for the question.
- The vote was taken by voice vote and the motion passed to approve the 2007 budget presented.

RESOLUTIONS

- Director Dauster reported that no Resolutions were submitted in time to be considered at this Board Meeting.
- There were five resolutions submitted which did not meet the time conditions stated in the Bylaws and will be considered at a later date.
- Director Yanacos moved to accept the Resolution Committees Report.
- Director Edwards seconded.
- The report was accepted by a voice vote.
- The Revisit Committee, Membership Committee, Korean War Veterans National Museum & Library Liaison, and Graybeards and Website Reports were not given at this time because of time restraints and were presented at the Annual Membership Meeting.
- There was no approval action required for these Reports.
- All Reports of the Committees are attached to the Original Copy of the Minutes on file with the National Secretary.
- Executive Session Minutes will be approved only in Executive Session and are unavailable to the general membership. However, action taken by the Board of Directors while in Executive Session after information was furnished by the Ethics and Grievance Committee is reported elsewhere in this issue of The Graybeards.

ETHICS AND GRIEVANCE

- The Ethics and Grievance Committee presentation and recommendations were scheduled to be held under Executive Session (closed session per Robert's Rules of Order) with limited external participation.
- The Sergeant-at-Arms cleared the room of the membership and maintained security for the remainder of this session.

GENERAL MEMBERSHIP EXCUSED, 9:08 AM