

## MINUTES: KWVA BOARD OF DIRECTORS MEETING

**NORFOLK, VA, OCTOBER 24, 2008**

**Call for the Meeting:** KWVA Website and *The Graybeards*, July-August 2007, Letter from the President, August 20, 2008

**Call to Order:** President Mac Swain called the meeting to order at 0805 hours.

To the Colors and Pledge of Allegiance was led by President Mac Swain assisted by Director Dauster and his electronic bugle.

Invocation was conducted by National Chaplain Leo Ruffing.

**Administrative Announcements and Adoption of Agenda:** President Mac Swain commented that according to Robert's Rules of Order that if you go six months without a meeting, the Rules of Decorum & Debate must be approved again. All of the Directors received a copy in their packet and it tells you exactly what it is that we are supposed to do. And so the rules in decorum and debate are placed on the agenda for this Board of Directors meeting. If you want to change the rules that are written right now you can amend them, but there has to be motions made and a two-thirds vote on that motion to make that change.

Director Dauster moved that due to the cramped space that the board member does not have to stand when addressing the board as required by rule number 2.

Director Lawhon seconded that motion. A vote was taken and carried by the number of Directors present.

Director Dunn made a motion that the agenda be adopted with any necessary additions. The motion was seconded by Director Lawhon. A vote was taken and carried without any opposition.

**Roll Call and Introductions:** The roll was called by Secretary Cohee. Present were:

- William Mac Swain, President
- James Ferris, 1st Vice President
- Robert Banker, 2nd Vice President
- Frank Cohee, Secretary
- J. Tilford Jones, Treasurer
- Leo Agnew, Director
- Charlotte Ayers, Director
- Jeff Brodeur, Director
- Lee Dauster, Director
- Marvin Dunn, Director
- James Fountain, Director
- George Lawhon, Director
- Tom McHugh, Director
- Luther Rice, Director

Directors Michael Doyle and Thomas Edwards were absent but were excused by a majority vote of the board. Director Christ Yanacos was absent and was not excused by a majority vote of the board.

Declaration of a Quorum was affirmed by Secretary Cohee

President Mac Swain introduced Department Commanders Michael Glazzy, CA and George Bruzgis, NJ, Chapter Presidents/Commanders Warren Wiedhahn, 100 in Northern Virginia, Larry Kinard, Gen. Walton H. Walker, 215 DWF area, JD Randolph, Sam

Johnson, 270 in Greater Dallas, Steve Szekley, Lake Erie 112, Bill McCraney, William R. Charette 158, FL, Art Griffith, 299, MA, Leo Agnew, 300, MA and Billy Scott, 313, Shenandoah Valley; Past Director Ray Wells, Leo Ruffing, National Chaplain, J Tilford Jones, Treasurer, Jake Feaster, Assistant Secretary/Supervisor Membership Management, Boyle Henderson, CPA and Cherrylynn Gerardo, Recorder.

Some of the Chapter Presidents are also major staff members: Warren Wiedhahn is the Convention Chairman for this convention and also the Revisit Coordinator, Larry Kinard is the Tell America Operations Director, JD Randolph is the National VAVS Director, Steve Szekley is Chairman of the Ethics and Grievance Committee and Billy Scott is the Judge Advocate Appointee.

**Minutes of Previous Meeting:** Secretary Cohee referenced the Board of Directors meeting at Reno, NV on 10.23-25.2007, printed in *The Graybeards*, Nov-Dec 2007 edition.

A motion was made by Director Dauster that the minutes be approved, seconded by Director Brodeur. The motion was carried with no objections.

Secretary Cohee also referenced the Board of Directors meeting minutes at Pineville, LA on 01.13-15 2008, printed in *The Graybeards*, Jan-Feb 2008 edition.

Director McHugh made a motion that the minutes be approved, seconded by Director Ayers and approved by the board without objection.

**Appointments:** Approval of Frank Cohee as National Secretary. Motion made by Director Dunn, seconded by Director Agnew and approved by the Board.

Approval of J Tilford Jones as National Treasurer. Motion made by Director Agnew, seconded by Director Brodeur and approved by the Board.

**Treasurer's Report:** Treasurer Jones reported that when the new administration took over the bank accounts on June 25, 2008 the checking account had \$4,179.08 and the savings account had \$18,434.97 for a total of \$22,614.05 in Chase Bank. In order for the membership office to access the bank account it was necessary to find a bank that was in Charleston, Illinois. Bank America is the only national bank that was there. So the funds have been switched to Bank of America. In the second quarter, April through June, income was \$45,610.05 and expenses were \$91,824.49 for a deficit of \$46,214.44. In addition to this deficit there was \$34,627.44, which was incurred prior to taking over on June the 25th. Therefore, funds have been withdrawn from the AG Edwards money account to meet these obligations. Funds also had to be withdrawn just to meet expenses for the past three months. At the present time, after the recent fundraiser, there is \$23,024.86 in the checking account and \$50,000 has been put into a money market account drawing 2.76 percent interest. The fundraiser did not bring in enough money to cover expenses so funds will soon have to be taken out of the money market account.

There is already an outstanding bill for a little over \$20,000 for *The Graybeards* and then approximately \$12,000 is still owed out of the fundraiser for buying the prizes.

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**Questions:** Director Dauster asked, "What is the value of the Investment account?" Mr. Jones replied that the current value as of October 17, 2008 is \$271,331.93. Director Dauster asked "What is the net result of the fundraiser? How much money did we derive from that after expenses?" Mr. Jones replied the net after expenses was approximately \$38,000. A motion was made by Director Dauster to accept the Treasurer's report. It was seconded by Director Fountain and approved unanimously by the Board.

**World of Finances in the KWVA:** President Mac Swain asked Mr. Henderson, the CPA, to let the Board know what is going on with the world of finances in the KWVA, but he first made the following comments: The reason that I asked the treasurer to make sure that he gave you a figure of what we actually took over is the fact that we had to pay for the May/June Graybeards, which was not really done in my taking over. So that comes in the May/June time period, but it was against the prior administration. So I wanted to make sure that you knew that we didn't spend an extra \$27,000 before we got started.

When we had the office in the DC area we had to mail the checks to the Pineville area for them to be deposited in the bank. Now, we have direct deposits. So the minute that they deposit it, the Treasurer can call it up on the internet and actually find out if the deposit has been made and everything is going like it should. So, we are not going to lose any checks anywhere in the mail. It's just a good security system.

Mr. Henderson: When we talk about the finances you need to understand that this is a kind of the big picture. Your year that you change officers and all of that is mid-year, but the finances have always been on a calendar year basis and so if I give you a 2008 report, which I will at the end of '08, I will give you a 12-month 2008 report. It's going to be half of Lou Dechert's administration and half of the new administration. So it's a picture of what your finances are for the KWVA, but if you're going to try to break it down between what is the new administration, then, there's those two -month periods. So I would recommend and we've had this discussion in Board meetings before that at some point you change your physical accounting year end to be on end on a June

30th year end, which would almost coincide with your other data.

**Old Business:** Ratification of a Business w/o a Meeting, Case of Mr. George A. Ellwood. This is a ratification of the affirmative vote to expel Mr. Ellwood as a member of the KWVA. Motion made by Director Dauster to ratify the affirmative vote, seconded by Director McHugh. A vote was taken and the motion was carried eight to three.

Ratification of a Business w/o a Meeting, Case to close the Insurance Claim Lawsuit. Motion made by Director Dauster to ratify, seconded by Director Fountain and approved by the Board.

Ratification by the Board of the Oath letter for all newly elected Officers and Directors. Motion made by Director Agnew to approve the ratification, seconded by Director Dunn, and passed unanimously by the Board.

Approval required of all appointees for the various committees and other official positions to include the changes that were made at this meeting. Motion made by Director Dauster, seconded by Director Brodeur and passed unanimously by the Board.

Approval is required to destroy the election ballots for the years 2004 and 2008 and any others that exist. Motion made by Director McHugh, seconded by Director Brodeur to destroy the ballots and passed unanimously by the Board.

**Introduction of Kevin Secor:** President Mac Swain interrupted the business meeting to introduce Kevin Secor, VSO liaison for the Secretary of Veterans Affairs. Basically, Mr. Secor stated that "We are here to do the right thing and this year with our budget being 96 billion dollars, we are going to do an awful lot."

**Reunion Committee Report:** Past Director Weidhahn reported that the attendance at this Annual Membership meeting convention is acceptable, but it would probably have been a lot more if it had been publicized earlier. It was previously approved by the Board and the general membership that the 2009 Annual Membership meeting be held in San Diego, CA. We did not get a good response from that area so the committee is now recommending that the 2009 Annual Membership meeting be held in Texas and the 2010 Annual Membership meeting be

held in Washington, DC to correspond with the 60th anniversary commemoration.

**New Business:** Budget & Finance 2009 Budget Approval: Director Dunn, Chairman of the Budget and Finance Committee, reported that the 2009 budget is \$379,400, which is \$49,000 less than it was in 2008. Dues income is projected to be \$265,000 and \$74,000 is projected for another fundraiser. The remaining income will come from contributions and advertising for *The Graybeards*, other donations not designated and dividend income. The largest expense item is \$181,000 for *The Graybeards*. The next largest is \$49,100 for operation of the membership office. Other expenses consist of fund raising expense, insurance, professional services (CPA, Legal and Audit), website, travel, committee expenses and National Monument Fund. Director Dauster moved that the budget be approved as presented. The motion was seconded by Director Lawhon and approved by the Board without objection.

**Bylaws Committee:** Director Lawhon presented an action item and a motion to change the wording in the SPM of Addendum D-1 DEFINITIONS, Paragraph GOOD STANDING 1. (page 25) to the wording in CONCLUSION 2. that corrects the Definition of GOOD STANDING Paragraph 1. to agree with the Bylaws. The motion was seconded by Director McHugh and approved by the Board without opposition.

On behalf of the Bylaws Committee, Director Lawhon made a motion to establish a project to review and totally revise both the Bylaws & the Standard Procedures Manual (SPM), resulting in a pair of documents that are in harmony and that meet in full the current needs of the Korean War Veterans Association, Inc. The motion was seconded by Director Dauster and approved by the Board with no opposition.

Director Lawhon proposed another project task to set up two website servers, one each for KWVA Departments and Chapters, on which will reside websites for their use. Since funds would be required for this project it was referred to the Budget and Finance Committee for review.

Reinstatement of a Reasonable Meal Per Diem Action Item: Director Dauster made a motion that a reasonable meal per diem at

\$20 during a travel day and \$30 while in attendance at a meeting be reinstated for those deemed essential to the meeting. The motion was seconded by Director Lawhon. The motion was passed, seven in favor, four against.

**Increase Travel Mileage Allowance Action Item:** First Vice President Ferris made a motion to increase the mileage allowance for travel reimbursement from 37 cents per mile to 50 cents per mile to be effective beginning with this meeting. The motion was seconded by Director Dauster and approved by the Board.

**Change Location of the 2009 Annual Membership meeting Action Item:** Director Dauster made a motion that the location of the 2009 Annual Membership meeting be changed from San Diego, CA to the Dallas/ Fort Worth, TX (DFW) area. The motion was seconded by Director Lawhon and approved by the Board. President Mac Swain commented that this item would have to be presented and voted on at the General Membership Meeting.

Director McHugh made a motion to change the 2010 Annual Membership meeting to Washington, DC for the 60th Anniversary of the Korean War that will be in July of that year. The motion was seconded by Director Brodeur and approved by the Board.

Director McHugh made a motion, as recommended by the committee and based on an application from Chapter 299, that the 2011 Annual Membership meeting be held in the Boston area of Massachusetts. The motion was seconded by Director Brodeur and approved by the Board.

**Special Project:** Secretary Cohee introduced Mr. Doug McDonald from Harris Connect. Mr. McDonald has met with the Membership Committee about putting together a membership directory for the Korean War Veterans Association. They have done this for many organizations, both military and civilian, and copies of a directory for the First Marine Division were passed around for review. There would be no cost to the KWVA. The KWVA would design the cover and the first ten pages would be for use by the KWVA. There would be some royalties from every directory that was sold. The KWVA would furnish the data base to Harris with privacy and confidentiality guaranteed. They in turn will contact all members, including those that are inactive, to determine if they are interested in having their name and other information put in the directory. The inactive members will be offered a one-time membership fee of \$10.00 to rejoin the association. This could result in getting a lot of those members back as active members. The directories will be sold TO MEMBERS ONLY at a cost of \$79 for a soft cover and \$89 for a hard cover. The project is expected to take about 12 months. Director McHugh made a motion that the KWVA support the project. It was seconded by Director Brodeur and approved by the Board.

**Standard Uniform:** President Mac Swain received a request that the KWVA have a standard uniform. Director Rice made a motion to not have a standard uniform. It was seconded by Director McHugh and approved by the Board not to have a standard uniform.

**Disposal of Excess Property:** President Mac Swain reported that he had taken possession of approximately 34 items of property that were in the trailer at Pineville and requested that the Board authorize its disposal by donating it to a nonprofit organization. Director

Fountain made a motion to dispose of the property as proposed. The motion was seconded by Director Lawhon and approved by the Board.

**National Quartermaster:** President Mac Swain reported that he has been asked to have a National Quartermaster again. Director Brodeur made a motion that there be no National Quartermaster. It was seconded by Director Dunn and approved by the Board.

**60th Anniversaries of the Korean War (2010-2013):** Past Director Wiedhahn reported that it is time to start planning for the 60th Anniversaries of the War, and the Korean War Commemoration Foundation are requesting \$20,000 from the KWVA as seed money to get this foundation up and incorporated and off the ground. This would be a one-time donation. Once the foundation is up and running they will generate their own revenue. President Mac Swain stated that the request would be considered and would be taken up at a later time.

**Request from Past President Harley Coon to be reinstated to membership in the KWVA:** Mr. Coon submitted a letter, dated August 19, 2008, to Secretary Frank Cohee requesting that he be reinstated to membership in the KWVA. Director Agnew made a motion to reject his request. The motion was seconded by Director Brodeur. The motion was passed by the Board, seven for, four opposed.

**Proposed Resolution from Chapter 300 (Unauthorized Use of Name and Logo):** Following a lot of discussion on the proposed resolutions, President Mac Swain commented that the official name of the organization as set forth on our seal and in our Charter is the Korean War Veterans Association, Incorporated and that can not be changed. As for the logo on the patches there is no reason that the members should not wear whatever patch they want to. Director Ferris made a motion to use both patches as the official designated national patches and all Chapters may use any logo of their Chapter or Department or the National logo. The motion was seconded by Director McHugh and approved by the Board with no opposition.

**Proposed Resolution from Chapter 299 (Modify the Name of *The Graybeards*):** Director Brodeur, representing Chapter 299, proposed incorporating a new masthead with the words KOREA VETERAN in large letters above the current masthead while reducing the size of the current masthead "*The Graybeards*." Director Brodeur made a motion to adopt the name Korea Veteran positioned over *The Graybeards* as the masthead of the association official publication as determined. The Board will approve the layout before publication of the January/February edition using Business without a Meeting. The motion was seconded by Director McHugh and approved by the Board without opposition.

**Recommendation from Chapter 86 to adopt the song "Old Soldiers Never Die" as the National KWVA song:** President Mac Swain commented that this would involve purchasing 17,000 CDs at \$2.50 each, which would cost the KWVA \$42,500. Director McHugh made a motion that the recommendation be rejected. The motion was seconded by Director Dauster and approved by the Board without opposition.

**Gold Star Mothers Request for funds:** President Mac Swain commented that the Gold Star Mothers have requested money to help

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them have a convention in Florida. He suggested that the KWVA not start giving money away to other groups to have their State Department meetings, etc. Director Dauster commented that rather than our treasury contributing to a good cause like this, I would just like to see a notice in *The Graybeards* inviting individuals to help that group. So I would like to see a little notice in *The Graybeards* that they're looking for help and to please send a donation. Director Dauster made a motion to place information in *The Graybeards* to help the Gold Star Mothers with their convention. The motion was seconded by Director Lawhon and approved by the Board without opposition.

**Tell America Committee Report:** Mr. Kinard, Operations Director for the Tell America program, gave an excellent presentation about the overall ongoing activities and asked "How many of the KWVA Members, Chapters and Department are working to touch the hearts of the students in the schools?" Those are the ones that are going to be carrying the message of the Korean War into the future. If we don't do that, we are missing a wonderful opportunity.

**Membership Committee Report:** Director Brodeur, Membership Committee Chairman, reported that as of last Friday the KWVA had 698 new members for the year 2008. At this time last year we had 808 new members or a decrease of 110 members. We now have 16,892 members overall. Last year we had 17,181 members for a decrease of 289. The biggest problem we're having this year is there have been 552 deaths in the organization. Probably by the end of this month it's going to be close to 600. All of last year we had 644 deaths and those were the ones that we were notified about. So as of now we are working to bring up the membership. New posters and new flyers will be given out tomorrow.

Director Brodeur made a motion that new Chapters and/or Departments be required to be incorporated and have their own EIN prior to being issued a charter. The motion was seconded by Director McHugh and approved by the Board without opposition.

Director Brodeur made a motion that all Chapter officers must be members of the National Korean War Veterans Association. All other Chapter members are encouraged to be National members and all new Chapter members since October 5, 2005 must be National members. The motion was seconded by Director McHugh. The motion failed to pass, five in favor of the motion and six opposed.

Director Brodeur made a motion that all chapters presently not incorporated or who do not have their own EIN will be given six months from this date to incorporate and get their own EIN. After six months, they will be put on a six-month probationary period. After one year, if they have not complied, there will be a penalty to be determined by the Board of Directors of the Korean War Veterans Association. The motion was seconded by Director Dunn and passed with seven votes in favor of the motion and four opposed.

Director Brodeur then introduced Jake Feaster, Assistant Secretary, Supervisor of Membership Management and a member of the membership committee. Jake discussed the records that are maintained for each of the Chapters and Departments, the information that is on the database and the various reports that are required to be submitted by the Chapters and Departments to be kept on file at National.

He asked for more help from the Board and the Department Presidents in working with the Chapters to get them to submit those reports.

**National Ceremonies Committee Report:** Director McHugh, Chairman of the National Ceremonies Committee, reported that once again the KWVA's application for a permit to run the July 27th ceremonies at the KWVA Memorial in DC has been denied because the National Park Service had already accepted an application from another organization. At this time there is no alternative but to stop our efforts to get a permit. There is no sense in looking at 2010 because it is going to be part of the 60th anniversary. The Board will have to decide if the KWVA should try again in 2011.

**Ethics and Grievance Committee Report:** Chairman Szekely reported that the period of his report is from October 2007 to the present. In that time, seven assignments have been received for investigation by the E & G Committee. One was closed as the file is being held in abeyance. One was closed for improper filing and lack of interest. One was closed as a complaint was found to be not founded. Three have been sustained and have been referred to the Board of Directors for adjudication. One has implication of national nature, which is felt that the Board of Director should review. All investigations of E & G Committee are confidential. The information obtained is shared with the Members of the Committee and Judge Advocate. And today there are four files or four complaints to be heard, and they should be heard in Executive Session because of the confidential nature of the reports.

**National VAVS Director's Report:** Veterans Affairs Volunteer Services (VAVS) Director JD Randolph reported that one of the items that the KWVA gets graded on as a Chartered organization is our accomplishments, not only for the VA Hospitals but also for the cemeteries. A report is prepared and submitted every year. Last year 52,633 hours were volunteered by KWVA members, and with those hours that gives a monetary equivalency, based on the VA's account of \$18.77 per hour, for saving the VA \$996,067. Representatives and deputy representatives are needed at all the hospitals and we have major hospitals that do not have representatives or volunteers. In Florida we have Tampa Bay, which is the biggest trauma center of the VA System. The KWVA has no volunteers and no representatives at that hospital. I just appeal to you to get help for these hospitals and the veterans need it. The patients would rather talk to the volunteers than the employees because they know the volunteers are there to help them.

**Motion to adjourn the General Board meeting with prayer by the Chaplain and Salute to the Flag:** Director Agnew made the motion to adjourn. Chaplain Ruffing led us in prayer and President Mac Swain led the Salute to the Flag.

**Closed Hearing:** The general session was closed except for Board members and the E&G Committee members who went into Executive Session.

Respectfully submitted,  
Frank Cohee, National Secretary