

## Korean War Veterans Association (KWVA) Board of Directors Meeting

### Minutes - March 11, 2014

Place of Meeting: LaQuinta Inns and Suites, DFW Airport, South Irving, 4105 West Airport Freeway, Irving, TX 75062

☐ = *New Item/speaker*

**Call To Order:** Larry Kinard, President

**Pledge of Allegiance:** Secretary Cohee

**Invocation:** Bill Mac Swain,  
Past President Advisor

Board Members Present:

Larry Kinard, President

Roy Aldridge, 1st Vice-President

Frank Cohee, Secretary

Tom Gregg, Treasurer

Richard Brown, Director

Lewis M. Ewing, Director

George E. Lawhon, Director

Luther Dappen, Director

Salvatore Scarlato, Director

John T. Edwards, Director

Tine P. Martin, Sr., Director

Thomas W. Stevens, Director

George Bruzgis, Director

Also Present:

Bill MacSwain, Advisor

Jim Doppelhammer, Webmaster

After the Invocation, Past President Mac Swain expressed the hearts of those present with a prayer for Gary Rockburn and James Tilford Jones, both of whom had recently passed away.

They had both served on the battlefield and with their brothers in the KWVA with honorable due diligence to both obligations.

**Administrative Announcements:** Larry Kinard, President

☐ President Kinard thanked Bill and announced that coffee and sandwiches would be coming and that rest rooms were nearby. He told of the plans to have dinner together around SPM with JongWoo Han and his consuls at the nearby Red Lobster.

☐ He asked for a motion to adopt the Agenda; it was made by Director Lawhon and seconded by Director Brown.

☐ Then he reviewed the Rules of Decorum with those present, amending them to shorten the time limits, and asked for questions and for a motion to adopt. There were no questions. Director Bruzgis made the motion to adopt them as amended, which was seconded by Director Dappen.

### Board Of Directors

**Roll Call:** Frank Cohee, Secretary

President Kinard: Here.

1st Vice-President Aldridge: Here.

2nd Vice-President: Vacant.

Secretary Cohee: Here.

Treasurer Gregg: Here.

Director Brown: Here.

Director Ewing: Here.

Director Lawhon: Here.

Directory Rice: Absent.

Director Dappen: Here.

Director Scarlato: Here.

Director Edwards: Yes, sir.

Director Bruzgis: Here.

Director Covell: Absent.

Director Martin: Here.

Directory Stevens: Here.

President Kinard: Director Rice called me Sunday to tell me his knee surgery had given way; his is an excused absence. Director Covell is not excused.

### DECLARATION OF A QUORUM

☐ President Kinard asked if there was a quorum. Secretary Cohee said there was, President Kinard then allowed that business could now proceed, beginning with approval of the previous Board of Directors Meeting of July 25th, 2013. To this, Secretary Cohee stated that the minutes had been posted in The Graybeards.

☐ Director Stevens made a motion that the minutes be approved. It was seconded by Director Bruzgis. President Kinard acknowledged that and asked for a vote. The motion passed unanimously. The Ayes were unanimous, with no 'Opposed.'

### DIGITAL ARCHIVES OF KOREAN WAR VETERANS AND THEIR ARTIFACTS

☐ President Kinard stated his intent to move right into the guest speakers, starting with Dr. Jongwoo Han, who was here to speak about his program.

☐ In 2011 Dr. Han introduced his program of digital archives of interviews of Korean War veterans and their artifacts. He pointed out that we currently have about 180 interviews since 2011, with 120 added last year, 2013; this year there is a plan to add more than 250, because Dr. Han was able to double the budget from the Korean government for digital archives.

### KOREAN WAR YOUTH CORPS (KWV YC)

☐ Dr. Han pointed out that at the 2012 Board Meeting in St. Louis we agreed to create a descendent organization, and in 2013, we are setting up a five-man committee to manage the KWV YC. Our plan is to meet in Washington, D.C. this July 25. One task is to locate donors from the South Korean business community.

☐ Dr. Han then introduced Ivy Bell, the granddaughter of Bill Baker, a Texas veteran who has passed away.

☐ Dr. Han's Book, "Networked Information Technologies, Elections, and Politics: Korea and the United States": Dr. Han said, "...this is the book that I wrote and recently published. It's about how Korea was able to accomplish two things together: rapid economic development and democratization at the same time. It's very unique. No other country was ever able to do that, because theory says that you have to be wealthy enough to be able to do democracy, but we were able to catch two stones with—I mean, two rabbits with one stone. This is possible because you fought for us, you

know. I have only one copy with me. I wish I had more, but I want to present it to Larry.”

■ President Kinard thanked Dr. Han, and pointed out to everyone present all the work Dr. Han has been doing and is very respected by the MPVA in Korea. He’s doing a lot of good work not only in the U.S. but, as you can see, internationally with all of the UN countries.

**HARRIS DIRECTORY**

■ President Kinard introduced Chris McCullough of Harris Connect, who made a proposal for a new Membership Directory, akin to the one we did four years ago. McCullough believes they did a good job then, and says that now, “...We can have the entire thing collected, all of the data in the back updated in terms of the addresses, phone numbers, email addresses, spousal information, career networking information. All of that stuff can be updated, stories collected, pictures put together, even the front section updated, and have it out by Christmas of this year.”

Last time, he said, “...the end result was worth the time and effort. Not only did the association reinstate 1,400 inactive members, but we collected \$14,000.00 and additional funds are forthcoming. We had to update this. It ended up being \$21,000.00 in royalties. A total of 18,000 active and inactive members were updated during our phoning process, hundreds if not thousands of mailing addresses, e-mail addresses and telephone numbers were updated, and the members of the association have a membership book they can be proud of. To quote one of our members, it’s spectacular, so detailed, with information, so much more than we expected. Thank you for a beautiful book. It was worth the wait.”

McCullough also pointed out the methods of contact and input for the new directory.

■ Webmaster Jim Doppelhammer questioned them and asked for an explanation, pointing out that last time there was difficulty in connecting, actually merging, the collected information with the correct KWVA Membership number.

■ McCullough then made a commitment to put a fix on that by making the merge right at the beginning. McCullough also put forth a royalty guarantee of \$35,000, an increase from the \$21,000 earned last time.

■ Past President Mac Swain informed McCullough that the membership data in the Directory regarding service in Korea needs to be more specifically accurate, to satisfy the IRS, so that we’ll know who are service veterans and who is something else.

Mac Swain said, “... We need to — we need to be able to say — if they served during this particular time, we know that that is when they were war veterans and what have you. 1950 through 1955 is our place. Anyone after that who served in Korea is not considered to be a war veteran, even though we’re trying through Congress for five years to get that changed because these people defended them. We know that, but the IRS doesn’t know that, and Congress doesn’t know that, and Congress dictated those particular time periods.”

Following further discussion by the Board, President Kinard stated that if this was going to be approved to be in time for the October Meeting, we should decide. Director Scarlato made a motion to accept the project, Director Brown seconded the motion. President Kinard called for a vote, all said ‘Aye.’

**USAA AFFINITY CARD PROGRAM**

■ Mr. Wiedower of USAA presented the following: “This is a co-branded credit card program that has no annual fee, interest rate beginning at 10.9 percent with each one of them being individually underwritten, so every member would apply for the card themselves as an individual and get the interest rate that they would qualify for based on their credit history, individualized for the Korean War Veterans Association, and as a result of any card that is opened, any account that is opened, Korean War veterans would get \$1.00 for each new card every year that it’s used, get another dollar and then 25 basis points on the eligible transaction volume. Transaction volume means using it, not balances. So all you have to do is use it. What that equates to, if there’s a thousand accounts out there, each one of them charging \$10,000.00 per year, Korean War vets would get \$25,000.00.

■ After considerable discussion, President Kinard asked for a vote. The motion came from Director Lawhon, as amended by Director Ewing, to be subject to later review by an attorney, with a unanimous ‘Aye’ vote by the Board.

**KWVA FINANCES**

■ The discussion began with President Kinard’s introduction of Tom Gregg, the KWVA Treasurer. Tom was appointed by the President to be Treasurer in 2013. With the help of Tilford Jones and Jim Doppelhammer, he was instrumental in moving the KWVA finances to Charleston, Illinois.

■ “... We’ve just finished our audit performed by a firm Franklin & Vaughn. They’re in Illinois. They’ve completed the draft report. They’ve sent the draft report. As soon as they get the management representation letters signed by me and Doug Sager, who is our accountant in Illinois and Charleston, as well as Jim Doppelhammer, they will finalize that report and will have it available for publishing. I expect that to happen no later than April 30th. I suspect it will be even sooner than that.

“They performed their audit and I would like to make a motion that we accept the proposal of the firm and I’d like this board to agree to accept that proposal for five years. We have a five-year engagement on a year-by-year basis, which means if they don’t perform in one year, we just don’t renew it for the next year. But I would like to propose as a motion that we accept their proposal for 2013 through 2017, five years, at a cost ranging from \$5,100.00 to \$5,500.00.

“The 2012 audit was \$7,000.00, so that’s a reduction. From my audit practice, I wouldn’t have even touched it for the price that they offered, but they did it and they’ve done a good job, and we’ll get that very soon.”

■ President Kinard asked for a second, which was made by Director Martin. He then asked for questions, of which there were none, and for a vote, which was a unanimous ‘Aye.’

**PRESIDENT’S REPORT**

■ President Kinard began with acknowledgement and pleasure with our financial position because of Gregg, Tilford, and Doppelhammer. He continued by thanking the four Directors (Dick Brown, Lew Ewing, George Lawhon, and Luther Rice) whose terms are ending, and for the service they have given to their obligations.

■ He spoke of the upcoming progress to be had by Jerry Wadley, who is now generating an advertising budget since we approved a contract with him at our last meeting.

■ President Kinard was definitely unhappy with the response to a request he made: "...I was a little disappointed when I sent out my request for the directors to send me their three top items. You know, I'm the one who likes to look ahead a little bit if we can, so I was hoping maybe I could get some input from the directors about what you thought our top three items ought to be. Well, I heard from eight out of the twelve. And I just want to tell you when I ask for your help, I want you to help me. I mean, I need that."

■ President Kinard on the subject of emails: "We don't need to be forwarding e-mails that talk about religion or politics. We have enough of our own things to be concerned about to not be doing that and creating a problem. So if you would, bear with me on that and please refrain from passing e-mails around that are not really having to do with KWVA business."

## EXECUTIVE DIRECTOR TASK FORCE

■ Next, President Kinard introduced a report from the task force he set up at the last meeting. "All of you will recall at the last meeting we asked a task force to review the possibilities of adding an executive director or at least someone to help us with the management of the organization. That task has been done. You have some information before you on the report, the results of what the task force did. I'd like to turn it over right now to Lew Ewing, and let him kick it off with the report from the task force."

■ Director Ewing began by pointing out that each Board member had a copy of the document generated by the task force, the Executive Director Job Description. It listed the primary duties for Executive Director as: 1. Administrative Assistant, 2. Lobbying Congress, 3. Fund Raising and 4. Recruiting. Director Ewing went through each of the tasks, in turn, and made a motion to vote on the creation of an Executive Director Position for the Association.

■ President Kinard asked for a Second and got it from Director Scarlato, but Director Lawhon objected.

■ "Mr. Chairman, there are some issues about the structure of the proposal as presented by the task force as to certain elements of it, like primarily how is it accounted for, and so I would like to make this vote contingent upon us settling or solving those by discussion and vote before it is passed or if we approve this motion, they should be contingent upon the result of that.

"If we pass this job description as described, there is no way presented in the description as to how to account for the fact that the man is doing his job. Basically you're still responsible. You're the president, okay?"

"I'm saying there is yet no decision about that. For instance, is the question can a member of the KWVA be that contractor? Yes or no. And so I'm just saying — I'm not trying to oppose it at all, but there has to be some discussion and definition somewhere along the line to settle exactly what this description is, and it's not complete as written."

■ Tom Gregg noted that we could approve the position, but with the understanding that the details could be determined by the search committee during negotiations for the position. Director Lawhon said yes to that, and there was a unanimous vote to accept.

## DIGITAL FORMAT FOR BUSINESS WITHOUT A MEETING

■ Director Lawhon: "In our search for how to enable a digitally formatted Business without a Meeting, Jim Doppelhammer found a tool that had been used by President Dechert, 'Planning and Events Calendar.' An onscreen demo of that is what Jim Doppelhammer is showing on the monitor."

■ Jim Doppelhammer: "This is a demo of what could be done. Basically a bylaw change is required in order to be able to do this because now it calls for mail-out, certified mail. If it is approved to make the bylaw change to eliminate the certified mail requirement that we could go to doing it electronically, here's basically a sample.

"A director can log in. This is set up for demo director. This is actually business without a meeting that was held back in 2006. But these are like how you would do your action items so it can be shown. You have to vote either yes, no or abstain and go through each one of the items that is on the list.

"This one's got to do with appointments and so on. This was an actual business without a meeting that was held back in 2006. Basically this is just the demo to show it can be done. Hit submit button. If it's all filled out, this comes up and says, oops, you missed something, but if it's all submitted properly, it goes in an e-mail to the secretary. He can tally the votes directly off of an e-mail and it's doable."

■ Jim then passed around a handout. Director Lawhon made a motion to accept the change and it was seconded by 1st Vice President Aldridge.

■ President Kinard asked for a vote, which was a unanimous 'Aye.'

■ Director Lawhon promised to write the Bylaw and SPM changes required for implementation.

## BYLAW CORRECTIONS

■ Director Lawhon: "At some time in the past, a change was incorporated into the Bylaws which is a policy that assumes that the Membership attending the KWVA Annual Association Membership Meeting has the duty and possesses the authority to ratify all KWVA Bylaw changes/revisions approved by the Board of Directors at that or previous meetings of the Board of Directors. That policy is in direct conflict with the primary, basic policy, established in Article III, Officers and Powers that gives the Board of Directors its absolute authority to act in the interests and affairs of the Korean War Veterans Association. The sole exception gives the Membership present the authority to ratify the Board of Directors' decision during the Annual Association Meeting to establish the date, time and place of the next year's Annual Association Meeting.

"One of the results, a negative one, of the present policy has been to delay the effective changes approved by the Board of Directors. An example is that the bylaw changes authorized by the Board at the July 2013 Meeting would not be in effect until the October 2014 Meeting."

Director Lawhon made a motion that the changes outlined in the 2014 Meeting Agenda Item GEL-2, to the following, be approved:

Action 1 to Article IV Annual Association Membership and Special Meetings

Action 2 to Article VIII Amendments and Resolutions

Action 3 to SPM 3.9 MEETINGS

☐ Director Ewing: “I agree with what George is trying to say here. I mean, the structure we have right now is just unbelievably complicated. The fact that the board can approve a bylaw change in July of last year and we can’t get it ratified by the membership until October of this year is ridiculous. You cannot conduct business that way. It just doesn’t make any sense at all. So I’m all in favor of the change.

“My only exception, George, is I think that we need to have this change approved by the membership in October. Now, I know what you’re saying that it’s not in the bylaws that they have to approve it, but it’s been the unwritten policy, if you will, for the last X number of years and you couldn’t tell me how many. I would suggest that we have it approved by the membership in October.”

☐ Director Lawhon: “I’ll go along with that; it will clearly mark the correction.”

☐ 1st Vice President Aldridge: “If we take a vote on it, it should be subject to legal review.”

☐ President Kinard: “Are we ready to vote on this? All in favor say ‘Aye.’” (All said ‘Aye’.)

☐ President Kinard: “The next item is Director Ewing’s: Change the bylaws to allow active associate members of a chapter to hold certain appointed officer and director positions of the chapters.”

☐ Director Ewing: “I make a motion to incorporate this change.”

☐ Director Martin seconded the motion. President Kinard asked for questions or comments, received none, then called for the vote, which was unanimous, ‘Aye.’

☐ President Kinard: “The next item is Director Ewing’s: Change the bylaws to add a dissolution statement.”

☐ Director Ewing: “I make a motion to incorporate this change. In doing some work earlier, we found out that there’s nothing in our national bylaws that provides for the proper disposition of the assets of the national KWVA, Incorporated should this association need to be dissolved, and so we are proposing that we add a new article to our bylaws, Article X, Korean War Veterans Association, Incorporation dissolution, paragraph one — Section 1. Purpose: Purpose of this article is to insure that all of the assets of this association, should the association be forced to dissolve, be done in an acceptable manner. Section 2. Method: Since the association was formed as a 501(c)19 veterans organization and incorporated as an exempt organization, assets of this organization were permanently dedicated to an exempt purpose.”

☐ Director Bruzgis seconded the motion. President Kinard asked for questions or comments, received none, then called for the vote, which was unanimous, ‘Aye.’

☐ President Kinard: “The next item is Director Ewing’s: A SPM change for dissolution of a chapter.”

☐ Director Ewing: “The bylaws refer you to the SPM for distribution of assets of a department or chapter that has to be dissolved, but there’s nothing in the SPM at this time, so we’re proposing that we add a Paragraph 3.4.7 chapter dissolution.

A. Purpose: The purpose of this procedure is to describe and define

the process for distribution of assets upon KWVA board approval of the dissolution of a KWVA chapter. B. Procedure: The steps would be if you are a non—not for profit 501(c) exempt charitable organization:

One: You must distribute all of your assets to either another exempt not for profit 501(c) organization or to a state or local government for a public service.

Two: If you are not an exempt organization, but incorporated in your state, you must contact your state attorney general for dissolution information.

Three: If you’re not either exempt or incorporated in your state, you may donate to any cause you wish. That is for chapters.

Dealing with departments would be Paragraph 3.5.6, department dissolution.

A. Purpose: The purpose of this procedure is to describe and define the procedures for dissolution or distribution of assets upon dissolution of a department.

B. The procedures: Steps one, two and three are the same as for chapters. So I would move to approve both the SPM and Bylaw revisions.”

☐ Director Bruzgis seconded the motion. President Kinard asked for questions or comments, received none, then called for the vote, which was unanimous, ‘Aye.’

☐ Director Ewing: “Now, I have one more. As the result of our vote this morning to appoint (hire) an executive director, we need to make a couple of revisions to our bylaws to accommodate for that position. So let me pass these out. See that Jim gets one.”

☐ Director Ewing: “Yeah, that’s fine, everyone, read it real quickly.”

☐ Director Edwards: “Sonny Edwards, director. I make a motion that we accept this proposed change by the bylaws committee.”

☐ Director Lawhon seconded the motion.

☐ President Kinard: “Any discussion, questions?”

☐ Director Lawhon: “Yes, I have—it involves one of my items down there.”

☐ Mr. Doppelhammer: “I’m not a board member. I’m not allowed to vote on anything like this, but might I make the suggestion that instead of naming all these positions here, we specifically just make a statement that the positions to be named in the SPM, instead of tying them directly into specific positions in the bylaw. In other words, make it easier for an additional change or correction at some other date and time.”

☐ Director Ewing: “I have no problem with that. That’s the way it was written before and I just threw one more in there, but let’s go ahead and approve it this way this time and we’ll maybe clean that up later on. How about that? Would you agree to that?”

☐ Mr. Doppelhammer: “Just a suggestion.”

☐ Director Lawhon: “I think the action two item where it says the executive director duties and procedures are defined in the SPM, which is okay.”

☐ President Kinard: “Well, we have a motion to accept. Need a motion to second to accept this recommendation.” Director Lawhon seconded it.

☐ President Kinard: “All in favor say aye.” (All said aye.)

■ The discussion moved to the question of the Department of Arizona, Director Stevens led the way, with input from Past President Advisor Mac Swain, at the end of which it was moved by Director Stevens that the subject be tabled: "... as far as the Department of Arizona, Korean War Veterans Association, is concerned I would like to not take action at this time but kind of put that on the back burner until I can talk with the individual who is currently in charge of the State Department of Arizona to confirm what he's asking us to do in this letter or to say don't do it, one or the other, and we can make that decision to remove them by way of a meeting without a meeting or can just wait until October. So that's my motion, that we do nothing as far as the chapters are concerned and that the State Department of Arizona be left in the database until we can get more current information."

■ Director Stevens: "President Kinard referred this to the membership committee and it was to consider the question of life KWVA membership for 78 years of age and older to reduce the life membership cost to \$75.00. The proposal was made at our membership meeting in Washington by the President of the Department of Florida, Robert Hebner.

"Life membership for those 66 and older is currently \$150.00. The membership committee rejects that proposal. Tilford Jones was very strong in his opinion in opposition to it. Jim provided some data that would indicate that it would be a significant loss of revenue if we reduced that. So it is the membership committee's recommendation, after considering the proposal, that it be turned down.

"So I would like to make that motion at this time that we considered the proposal and because of the possibility of a significant loss of revenue to the organization and probably no result if it were reduced, we would not really increase our membership to any significant amount, that the proposal be rejected." The motion was seconded by Director Brown.

■ President Kinard: "All in favor say aye." (All said aye.)

■ President Kinard then brought up the item of Director Lawhon's offer to donate the royalties from his books currently on Amazon from August through December 31, 2014.

■ Director Lawhon: "It's a gift to the KWVA. All my books — there's four now. There may be another one in November. I'm going to give all the royalties from those books—that includes from what I or anybody here buys or anyone else buys because they are up on the Amazon timeline, all of them through December 31st. So in January, I'll find out how much in royalties came in and I'll write a check to the KWVA Treasurer for use in the Tell America Program."

■ Director Scarlato made a motion to accept Director Lawhon's proposal. The motion was seconded by Director Bruzgis.

■ President Kinard: "All in favor say aye." (All said aye.)

■ At this time an open discussion began, drifting through many subjects until it came time to end the meeting.

■ President Kinard: "Guys, I think we did a wonderful job this time. You stuck with me, you hung in there, and I thank you very much for it. Do I hear a motion to adjourn?"

■ Director Brown made the motion, seconded by Director Bruzgis and it was passed unanimously.

■ President Kinard led the salute to the Flag.

## New KWVA Directory To Be Published

The Korean War Veterans Association has partnered with Harris Connect, LLC to commemorate our members' years of service to their country and to the fight for freedom for South Korea in a new edition membership directory. Harris Connect is a leading provider of multi-channel solutions for non-profit organizations.

**Members will be contacted by mail, e-mail, and phone to verify and update their contact and career information,...**

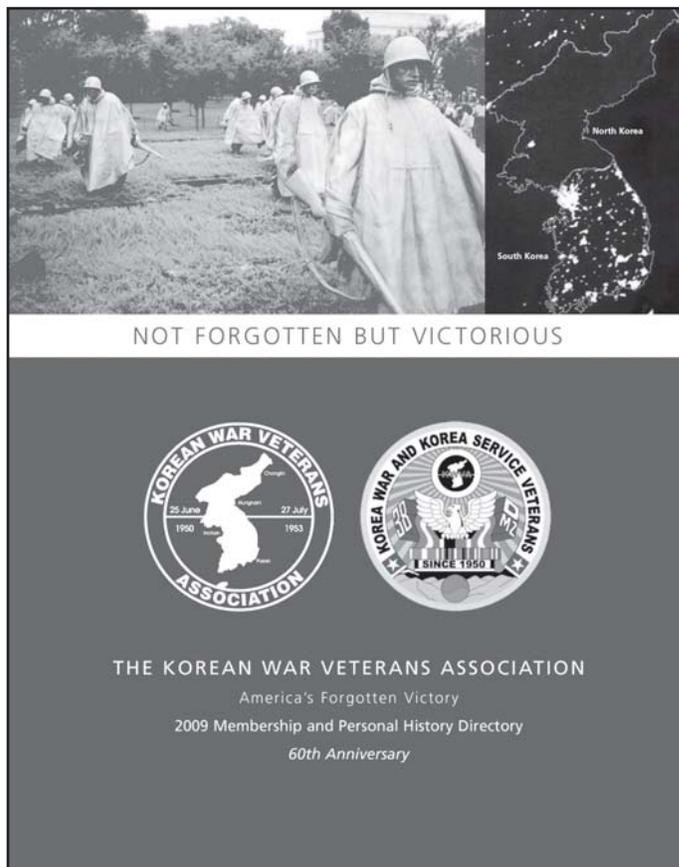
You will have a unique opportunity to showcase your military career through your listing information (years of service, military rank, conflicts served, medals earned and more). Plus, you'll have the opportunity to include a personal photo and share a mem-

ory in a short message.

The publication will also have an introduction, including color photos and valuable information, about the Korean War Veterans Association and Korea Service veterans.

Members will be contacted by mail, e-mail, and phone to verify and update their contact and career information, so watch for further notification on how you can participate.

This handsome publication will be a welcome addition to your personal library. A portion of each sale will go to the KWVA.



The 2009 KWVA Directory cover