

825C Merrimon Avenue, Suite 354 - Asheville, North Carolina 28804
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MINUTES

of the

2017 Annual Meeting of the Executive Board

21 October 2017

Columbus, Georgia
Double Tree By Hilton

This meeting was conducted in its entirety via PowerPoint.

- I. 0905 – CALL TO ORDER – Chief of Staff, Ernest C. Barth
INVOCATION – National Chaplain, Ralph Smith
PLEDGE of ALLEGIANCE led by the Chief of Staff

- II. INTRODUCTION(S) – National Commander

National Commander Nick Hubbell introduced himself and the Executive Board Members present as well as Dina Coffey, the Association Administrator. He welcomed all the members present and thanked them for their support during his term as National Commander. He then turned the meeting over to the Chief of Staff.

Membership present in the room were asked to sign the Attendance sheet which is attached to these minutes.

Total Membership Present -18

III. ROLL CALL OF THE EXECUTIVE BOARD - *by the Chief of Staff.*

EXECUTIVE BOARD VOTING MEMBERS

1.	National Commander	Nick Hubbell	Present
2.	Deputy Commander	Fred Taylor	Present
3.	Chief of Staff	Ernest C. Barth	Present
4.	Chief Financial Officer	Irwin Fischman	Present
5.	Judge Advocate	Vacant	ABSENT
6.	Forms Compliance Officer	Vacant	ABSENT
7.	National Chaplain	Ralph Smith	Present
8.	Membership Officer	Vince Arfuso	ABSENT
9.	Quartermaster	Steve Huff	ABSENT
10.	Immediate Past Nat'l Cdr.	Jerry Jodrey	ABSENT
11.	Editor / Project Officer	Larry Eckard	Present
12.	Senior Trustee	Earl Kennedy	Present
13.	Junior Trustee	Josh Rand-Castillo	ABSENT
	Total Present	7 of 13	

A Quorum is Present

IV. PROCEDURAL INSTRUCTIONS – by the Chief of Staff.

The Chief of Staff provided instructions on the manner in which the meeting was to be conducted; in particular the presentation of motions and voting by the Board.

V. OLD BUSINESS

A. Reading of the 2016 Annual Meeting Minutes – *for information only*

VI. NEW BUSINESS

A. Annual Financial Report: *by the Finance Officer* – The Report was presented by Irwin Fischman. Questions by members present were responded to in particular the distribution of the funds recovered from the now defunct Div. 9. Mr. Fischman offered to make himself available for additional questions at meetings end. Hard copies of the Report are available today and digital copy will be posted on the Association website. A copy will also be attached to these Minutes.

- *Motion was made by the Chief of Staff to accept the Financial Report.*
- *Second by Deputy Cdr. Fred Taylor*
- *Motion carried unanimously*

B. Membership Numbers: *by the Chief of Staff*

Current Members – 2940

Life Members - 2291

Paying Members - 649

C. DUES Update – *by the Chief of Staff*

No changes to the current DUES structure are being considered.

D. Organizational Realignment – *by the Chief of Staff*

Erne Barth, CoS presented to the Membership the proposed realignment and reduction in Divisions that the Executive Board had considered and agreed on in order to streamline the organization and work towards a more efficient operation. The reorganization of the remaining Divisions was aligned by time zone and geographic/regional identity. A graphic (attached) was presented showing the reduction and reorganization from 10 Divisions to 6 and their new designations as:

Division I – (Southeast) comprised of: *North Carolina, South Carolina, Georgia, Florida, Tennessee, Alabama, Mississippi, Louisiana, Arkansas*

Division II – (Northeast) comprised of: *Virginia, West Virginia, Pennsylvania, Maryland, Delaware, New Jersey, Connecticut, Rhode Island, Massachusetts, Maine, New Hampshire, Vermont, New York*

Division III- (Midwest) comprised of: *Kentucky, Ohio, Michigan, Indiana, Illinois, Wisconsin, Minnesota, Iowa, Missouri*

Division IV- (Mountain) comprised of: *Montana, Wyoming, Utah, Colorado, Kansas, Nebraska, South Dakota, North Dakota*

Division V- (Pacific NW & Hawaii) comprised of: *Alaska, Washington, Oregon, Idaho, Nevada, California, Hawaii*

Division VI- (Southwest) comprised of: *Arizona, New Mexico, Texas, Oklahoma*

- *Motion was made by the Chief of Staff to adopt the Reorganization as Proposed*
- *Second by National Commander Nick Hubbell*
- *The Motion carried unanimously*

E. The following By-Law Change was proposed by the Chief of Staff:

Proposed By-Law Change to Article I, Section 4., *para 4.1*

Proposed Changes:

4. Bank Account Requirements.

4.1 All Divisions, HQs and Companies must: (1) Open and ~~M~~maintain an active legal business bank accounts, under the National's Tax Identification number (2) Have and ~~M~~maintaining a minimum of two signers on ~~each~~ their ~~active bank~~ account(s) to insure continued access to those account(s) in the event of the death or departure of one of those signatories and include the National Chief Financial Officer as a third signatory to facilitate recovery of Association funds in the event both signatories are lost or the Division, HQ or Company become dormant or defunct. ~~for the purposes of opening the accounts in case of the loss of a member who is a bank signatory,~~ (3) Reporting annually to the ~~a~~National Finance Officer all ~~banking~~ account information detailing current balance, the banking institutions name, location, account number(s) contact information and proof of the National Finance Officer's inclusion on the account signature card(s). ~~account location, bank contact information and other pertinent required financial information as required by said Finance Officer.~~

The reason(s) for the proposed change(s) were articulated to the membership present, those being primarily the recent situation with the now defunct Division 9 and the difficulties in recovering Association funds from the Division bank account(s). These changes are designed to eliminate those issues and improve financial reporting and accountability within the Association.

-Motion was made by the Erne Barth, CoS to adopt the change(s) as proposed
-Second by National Commander Nick Hubbell
-Motion carried unanimously

Article 1, Section 4., para 4.1 to now read:

All Divisions, HQs and Companies must: (1) Open and maintain an active legal business bank account under the National's Tax Identification number, (2) Have and maintain a minimum of two signers on their account(s) to insure continued access to those account(s) in the event of the death or departure of one of those signatories and include the National Chief Financial Officer as a third signatory to facilitate recovery of Association funds in the event both signatories are lost or the Division, HQ or Company become dormant or defunct. (3) Report annually to the National Finance Officer all account information detailing current balance, the banking institutions name, location, account number(s), contact information and proof of the National Finance Officer's inclusion on the account signature card(s).

F. The following By-Law Change was proposed by the Chief of Staff:

Proposed By-Law Change to Article I, Section 4., *para* 4.2.

Proposed changes:

4. Bank Account Requirements.

4.2. Failure to comply with section 4.1 ~~above~~ shall be cause for ~~discipline~~ immediate disciplinary action up to and including ~~to include but not limited to~~ revocation of the offending Division, HQ or Company's ~~its~~ Charter pursuant to the National Constitution and Bylaws. ~~Failing to comply with these requirements and that Division, HQ or Company must closed all~~ In the event any subordinate unit of this Association has its Charter revoked all funds on hand shall be forwarded within 10 business days of the Notice of Revocation to the National Finance Officer in the form of a Certified or Cashier's check. Upon receipt of those funds by National, that unit will be directed to close its' account(s) within 10 business days from that notice and provide proof of such closure to the National Finance Officer. ~~accounts and forward all deposits to the National Finance Officer.~~

The reason(s) for this recommended change(s) is/ are the same as articulated for item VI. E

-Motion was made by the Erne Barth, CoS to adopt the change(s) as proposed

-Second by Deputy National Commander Fred Taylor

-Motion carried unanimously

Article 1, Section 4., para 4.2 to now read:

Failure to comply with section 4.1 shall be cause for immediate disciplinary action up to and including revocation of the offending Division, HQ or Company's Charter pursuant to the National Constitution and Bylaws. In the event any subordinate unit of this Association has its Charter revoked all funds on hand shall be forwarded within 10 business days of the Notice of Revocation to the National Finance Officer in the form of a Certified or Cashier's check. Upon receipt of those funds by National, that unit will be directed to close its' account(s) within 10 business days from that notice and provide proof of such closure to the National Finance Officer.

G. The following By-Law Addition was proposed by the Chief of Staff:

Proposed Addition to By-Law: Article I, Section 4., NEW *para* 4.3.

To Read in Final Form:

4. Bank Account Requirements.

4.3. In the event of the death, loss or change of signatories to any subordinate unit's bank account(s), the National Finance Officer will be notified within 72 hours and provided with the details of the loss or reason(s) for change.

A successor signatory shall be assigned and affirmed by the banking institution within 10 business days. Confirmation of this action shall be communicated to the National Finance Officer immediately thereafter.

The reason(s) for this recommended change(s) is/ are the same as articulated for item VI. E & F

-Motion was made by the Erne Barth, CoS to adopt the change(s) as proposed

-Second by National Commander Nick Hubbell

-Motion carried unanimously

Article 1, Section 4., para 4.3 to read:

In the event of the death, loss or change of signatories to any subordinate unit's bank account(s), the National Finance Officer will be notified within 72 hours and provided with the details of the loss or reason(s) for change. A successor signatory shall be assigned and affirmed by the banking institution within 10 business days. Confirmation of this action shall be communicated to the National Finance Officer immediately thereafter.

VII. INFORMATION TO THE MEMBERSHIP

A. 2017 Election Process & Result(s)

The membership was informed as to when and under what authority the Executive Board addressed the issue of a single nominee for the office of National Commander for the 2018-2019 term. On 16 May 2017 a VTC Board Meeting was held. In addition to other topics and issues discussed and decided on, the nominations submission and acceptance period was closed IAW By-Laws: Article III, Section 4. As there was only a single candidate, the Board called the Election thereby eliminating an unnecessary vote by the membership.

B. 2017 Convention Costs: - \$ 1,400.00

C. In accordance with (IAW) our Constitution, the HQ Corporate Location will revert back to North Carolina and the Florida entity will be closed.

D. The Quartermaster position has been eliminated after the Board decided to no longer bear the cost of maintaining an inventory of Association and after-market military type items and insignia. Members will be referred directly to vendors.

E. The New Mexico Memorial Pavers have been ordered and when they are placed it will be announced in the Blue Badge.

F. A new Website & Logo are being developed.

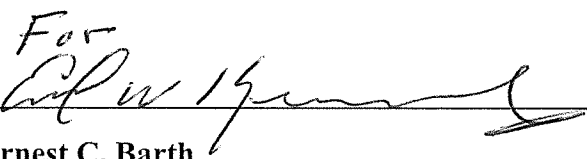
G. Members were reminded on how to involve themselves in the legislative process of the Association IAW with our By-Laws.

VIII. ANNOUNCEMENTS:

The Chief of Staff reminded everyone of the Associations Annual Wreath Laying Ceremony at the Tomb of the Unknown Soldiers at Arlington National Cemetery on 10 November 2017 at 1015hrs. This years participants are: The new National Commander Fred Taylor and member Jerry Freise.

- This concluded the formal business of the Agenda. The floor was opened for comments and general questions of the membership present.
- The new National Commander made closing comments regarding his plans for the new term and his vision for the Association.
- Benediction was given by Chaplain (Col) (Ret) Smith and the meeting closed.

Record made and submitted by:

For
s/ 

Ernest C. Barth
Chief of Staff

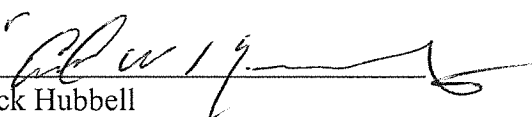
10-20-18

10-20-18

~ Seal ~

CERTIFICATION

I certify that the foregoing document is a true and accurate record of the 2017 Annual Meeting of the Association.

For
s/ 
Nick Hubbell
National Commander, 2016 / 2017

10-20-18