

**MVPA BOARD OF DIRECTORS MEETING
November 2 & 3, 2012 * Fairfield Inn * Kansas City, MO**

I. MEETING CALLED TO ORDER

President, David Cadorette at 5:35 p.m. on Friday 2 November 2012, called the meeting of the Military Vehicle Preservation Association's Board of Directors to order. There was a quorum present and Administrative Assistant Tracey Metcalf recorded the minutes.

Present:

David Cadorette - Amherst, NH

Toby Chandler - Austin, TX

Kevin Emdee – Radcliff, KY

Reg Hodgson – St. Albert, AB, Canada

Kevin Lockwood – Great Bend, KS

Steve Preston - Oregon City, OR

Bill Scott – Jeffersonville, IN

Randy Withrow - Huntsville, AL

Tom Wolboldt - Fleming, OH

Tracey Metcalf - HQ Staff

Susan Young – HQ Staff

Not present:

David Doyle – Memphis, TN

David Welch – Gillette, NJ

Kay Willard – Independence, MO

The Pledge of Allegiance was led by Kevin Lockwood.

The following changes were made to the agenda:

III. Treasurer's Report Moved to Saturday when Kay Willard will be in attendance.

Add V. A. 2 - Beachwood Canvas Advertising issue.

VII. Military Vehicle Magazine - E-Blast status moved to Saturday when Kay Willard will be in attendance.

VIII. C. Add Hurricane Sandy relief challenge

VIII. 7. Pull from Agenda

Change IX to X on agenda

Add V.A.1. Murray advertising dispute

VII. H. Sema Discussion

MOTION BY Bill Scott to accept the updated agenda, APPROVED UNANIMOUSLY

II. SECRETARY'S REPORT

A. David Cadorette appointed Kevin Lockwood to the Minutes committee.

B. Tom Wolboldt requested the June 2012 Board Meeting Minutes be amended to have VII. B. stop at the word "Setup".

VII. B. Rate for the facility is \$9,250, and includes tables, chairs and setup.

A MOTION by Kevin Lockwood to accept the minutes of the June 2012 Board of Directors Meeting as amended, **MOTION CARRIED.**

IT WAS DECIDED that the U.S. Affiliate Groups should be listed on an interactive map on the web site. Tracey is to contact Chris Smith to get this done.

II. HEADQUARTERS REPORT

- A. The membership is at 7393, which is down 492 from 2011, discussion on how to increase membership ensued.
 - 1. Toby Chandler offered the services of a video company in Texas to provide videos for the website. He gave a sample to the Headquarters Staff.
 - 2. Bill Scott and Kevin Lockwood inquired about the resurgence of Life Memberships.
 - a. The Board explained that the Life memberships did not cover the cost of mailing publications for a lifetime, and rather than lose money, it was voted to stop offering the memberships.
 - b. Bill and Kevin were asked to bring suggestions on how to do this to the March 2013 Meeting.
- B. The 2012 renewal notices were mailed as a postcard
 - 1. There were several members unhappy with their personal information exposed on the outside of the card.
 - 2. A few members did not care for the “cheap” renewal notice, and requested a “regular” one be mailed with a return envelope.

IT WAS DECIDED without objection that future renewals will be enclosed in an envelope, and will include a return envelope.

- C. Banner ads have been added to the website, as a test for advertisers.
 - 1. Currently the ads are for MVPA Affiliate Groups and 2013 Complimentary Ad forms
 - 2. Pay per clicks, pay per month, pay per page
 - 3. President Cadorette asked her to pitch the banner ads to our multi-page Supply Line advertisers, to see what interest is shown and report to him the findings.

III. EDITORS' REPORTS

- A. *Supply Line*
 - 1. The question as to what Affiliate Advertising warrants the 50% advertising discount was discussed
 - a. Currently active Affiliate Groups receive a 50% discount on event advertising
 - b. The Board was asked to determine if promotional advertising received the same discount

IT WAS DECIDED that all Affiliate promotional and event Advertising will include the 50% advertising discount, **WITHOUT OBJECTION.**

- 2. Hurricane Sandy hit Beachwood Canvas extremely hard, and Dan Janquitto requested his ads be pulled from *Supply Line* until the phone and internet lines were functioning

- a. The Dec '12/Jan '13 Supply Line was in proof form and couldn't be change, but a notice was placed on top of each full-page ad
- b. Tracey Metcalf requested his advertising fees be waived for this issue until the company could communicate again

A MOTION BY Randy Withrow to waive the advertising fees for Beachwood Canvas for the *Dec '12/Jan '13 Supply Line*, due to the longtime membership and advertising support of the MVPA, **CARRIED UNANIMOUSLY.**

3. Tracey Metcalf asked if she could put a cap on Upcoming Regional Event listing of 75 words. The Board agreed, and asked that she put the notice in the "fine print" of the events section

B. Army Motors

1. It was noted that the AC12 articles and photos would arrive shortly, and the editors should determine what is to be published in which publication
2. Reg Hodgson reported receiving some nice material, but some articles are so long he feels they need to be placed in multiple issues
3. Reg has spoken to his art coordinator to see if it would be possible for them to create to 6 issues, and Carolyn feels it would not be a problem

C. Advertiser obligation to honor prices in old advertisements

1. When it is determined that an advertiser has not updated their advertising, and the prices may have increased, they need to be contacted by the Editor to present new advertising, or place a disclaimer in their ad.
2. Tracey will contact TNJ Murray for new ad copy before the Feb/Mar deadline.

D. David Cadorette appointed a Publication Subcommittee, chaired by the editors, and includes David Welch and Kevin Emdee.

1. They are to examine costs, content, and if two publications are viable, with input from the entire Board and Staff.

IV. UNFINISHED BUSINESS

A. Change in Associate Membership to allow them voting privileges.

1. This will take a Bylaw Change, which requires a 30 day written notice of the meeting, and a simple majority of the various memberships.
2. The vote can be in person, at a convention where a quorum is present, or by a mail-in vote of the membership.
3. Tom Wolboldt is to bring wording for a bylaw change to the March 2013 meeting.
4. Tom Wolboldt is to bring a payment structure for the "Business Membership" to the March 2013 meeting.

B. Review of Appointed Directors is to be placed on the March 2013 Agenda for David Welch to discuss.

A MOTION BY Tom Wolboldt to go into Executive Session, **CARRIED UNANIMOUSLY.**

David Doyle and David Welch joined the session by telephone.

MEETING CALLED TO ORDER

President, David Cadorette at 8:00 a.m. on Saturday 3 November 2012, called the meeting of the Military Vehicle Preservation Association’s Board of Directors to order. There was a quorum present and Administrative Assistant Tracey Metcalf recorded the minutes.

Present:

David Cadorette - Amherst, NH
Toby Chandler - Austin, TX
Kevin Emdee – Radcliff, KY
Reg Hodgson – St. Albert, AB, Canada
Kevin Lockwood – Great Bend, KS
Steve Preston - Oregon City, OR

Bill Scott – Jeffersonville, IN
Kay Willard – Independence, MO
Randy Withrow - Huntsville, AL
Tom Wolboldt - Fleming, OH
Tracey Metcalf - HQ Staff
Susan Young – HQ Staff

Not present:

David Doyle – Memphis, TN
David Welch – Gillette, NJ

V. TREASURER’S REPORT

A. 2011-12 P&L - The year ended with a deficit of \$42,336, this was \$9,749 over budget because, for the most part, dues revenue came in \$30,041 less than anticipated.

B. 2012-13 Budget

1. Kay submitted the same budget she initially presented at the March and June BOD meetings. Revisions from both those meetings were made plus Kay made some final revisions based on the dues increase, with revisions from the June 2012 meeting.
2. Kay stated the deficit of \$41,554 for the 2012-13 budget is based on current staff wages and publication size/weight, pending the Board’s decision on these expenses.
3. Randy Withrow reported there is a projected \$42,336.25 loss for the 2012/13 year
4. David Cadorette encouraged the Board members to attend local meets to promote membership to the MVPA, as increasing membership is the key to bringing down the deficit

A MOTION BY Kevin Emdee to accept the proposed budget for the 2012/13 with a \$41,554 deficit, **MOTION CARRIED, 9 for 1 against.**

C. The Payroll tax discrepancy was addressed by Kay:

Kay verified the current budget payroll taxes of \$9500 is incorrect because it was based on the 2010-11 ending figure which included an \$1126 year-end payroll adjustment that the CPA should have made in 2009-10. Both the current and 2012-13 payroll tax budget should be \$10,400)

VI. NEW BUSINESS

- A. The Election Schedule was reviewed and discussed for the next cycle
- B. Tracey Metcalf is to contact Military Vehicle Magazine to find out the status of the promised E-blast, and report to the Board in March
- C. David Cadorette suggested we begin a "Legacy" Membership
 - 1. This would allow aging members to pass their MVPA number on to a family member when they are no longer able to enjoy the hobby
 - 2. This would not apply to Life memberships. The number may be transferred, but not the actual membership

IT WAS DECIDED that Tom Wolboldt and David Cadorette would create a policy governing the Legacy Memberships, and bring it to the March 2013 meeting, **without objection**.

- D. Daryl Bensinger #443 requested the Board discuss the 75th anniversary of Normandy
 - 1. Reg suggested Terry Shelswell, Convoy Commander, be contacted to see if he would be interested in organizing a tour of this magnitude
 - 2. Tracey suggested Pierre Izarie be contacted, as he is from Normandy, speaks fluent French, and has a place for several people to sleep
 - 3. Reg believes whoever is in charge of the 75th anniversary should attend the 70th anniversary celebration for the experience before arranging a tour
- E. Tom Wolboldt discussed the possibility of a new MVPA membership directory, and was asked to bring more information to the March 2013 meeting.
 - 1. There may be companies that pay more than Harris, with no upfront fees
 - 2. Other options, including electronic, are to be investigated
- F. Kevin Lockwood requested the MVPA renew its membership to SEMA, for the information and work they are doing in the vintage vehicle industry, and he would be the liaison between SEMA and the MVPA.

A MOTION BY Kevin Lockwood to rejoin SEMA at a cost level of no more than \$250, **CARRIED UNANIMOUSLY**.

- G. Kevin Lockwood asked the Board to explain the Firearms Policy, and feels we are alienating people with the strict rule, and what happens when we are expecting gun show patrons at future conventions
 - 1. The Board noted that weapons were allowed as long as they are rendered inoperable before entering

2. It was determined that this would be addressed at the time of the event with zip ties, or other forms of disabling

President David Cadorette addressed the Headquarters Staff concerning the departure of Kay Willard, Association Manager/C.O.O. The Board determined that the current staff of Tracey Metcalf and Susan Young would carry on the duties of Headquarters without a full time replacement for Kay. Kay asked if Tracey and Susie would be getting a raise. David Cadorette stated the Board would review how the new distribution of duties are working prior to the March Board Meeting, and then make a determination on salary increases, and the continuation of the staffing changes. Kevin Lockwood will be performing Association Manger duties until the position can be filled, and will arrange to spend some time at HQ to observe the operation and other directors would try to stop by HQ intermittently to observe the staff. David Cadorette requested the president's book be updated and dispensed to the Executive Committee.

VII. STANDING COMMITTEES

A. Convention Development and Support

1. Rather than offering the Convention Host Affiliate 30% of the net income they could have the Auction proceeds
 - a. This would allow the groups to make as much as they could by collecting more items for the auction
 - b. This could offset the administrative expenses now in the convention budget
2. Steve Preston outlined his suggestion for a Convention Sponsorship Program*
 - a. "General" Sponsorship ~ \$10,000 or more
 - b. "Major" Sponsorship ~ \$5,000 or more
 - c. "Captain" Sponsorship ~ \$1,000 or more
 - d. "Lieutenant" Sponsorship ~ \$500 or more
 - e. Steve is to figure the cost of other sponsorships. Example (Lanyards, Hospitality Room, etc.)
3. Disbursement of the convention funds to the Host Group was discussed at length to be able to increase the money awarded to the groups.

A MOTION BY Steve Preston to include, above and beyond the 30% net profit payment, the host group will also receive 70% of the net auction proceeds and 50% of all sponsorships after expenses **CARRIED UNANIMOUSLY.**

IT WAS DECIDED that verbiage to modify Policy #5 governing the convention host group would be brought to the March 2013 Board Meeting, **WITHOUT OBJECTION.**

*** The sponsorship programs are detailed in a separate document**

A MOTION BY Steve Preston to accept the proposed "Convention Sponsorship Packages" with a review of the program at the 2013 Summer Board Meeting, **CARRIED UNANIMOUSLY.**

4. Randy Withrow gave an After Action Report on the 2012 Huntsville convention.
 - a. He stated that without the \$5,000 grant from the city of Huntsville his group would not have made any money on the convention
 - b. He feels the payment for pages in *Supply Line* for the convention insert were too expensive and cut too far into the convention budget.
5. Steve Preston updated the Board on the progress of the 2013 Portland convention
 - a. The grant money should be there to offset the Expo Center
 1. MVCCO intends to have all of their information to MVPA-HQ by 1 December 2012 for the Feb/Mar Supply Line
 2. The Military Vehicle Technical Foundation has committed to bringing some large vehicles from the Littlefield museum
 3. Tom Wolboldt requested the cutoff date for judged vehicle registration be 5 July 2013, so all of the registered vehicles will be listed in the program
 4. Steve Preston requested a graphic of the MVPA logo, and explanation of the personalized plate and photo being mailed after the event, be placed in photo section of the award
6. Bill Scott and Kevin Emdee updated the Board on the 2014 Louisville convention, and questioned why the HQ staff wages were taken from the convention profit
 - a. The Board explained that only 10% of the members attend the convention and it needs to be self supporting, so HQ wages need to be figured into the cost
 - b. Bill outlined the events for the 2015 convention
 1. Wednesday 25 June is Move-in
 2. Thursday 26 June will be the Auction meal
 - a. Judging will take place on Thursday also
 3. Friday 27 June will be the Awards banquet
 4. Saturday 28 June will be the MV "Rodeo"
 - c. The Kilroy Group is also going to add a "Best Affiliate Vehicle Display" award to their agenda
 1. Bill Scott will bring parameters for an Affiliate Display Award to the March 2013 meeting
 - d. They would also like to have a "work in progress" award for the "freshly" found vehicles
 - e. It was noted that the Louisville hotel contract had been signed
7. Steve Preston updated the Board on the Topeka 2015 convention
 - a. The hotel contract has been signed, and the dates are set for June 24 – 27, 2015
 - b. Steve is to contact John Pojunos concerning the new payment motion

B. Judging Committee report

1. Tom Wolboldt presented a new “Judges” pin with year rockers for below
 - a. The base pin cost is \$2.51 each for 100
 - b. The year rockers are \$1.25 + \$55 mold fee for each year

IT WAS DECIDED that Tom Wolboldt could proceed with ordering the Judges’ recognition pins, **WITHOUT OBJECTION.**

2. Tom Wolboldt would like to have Judging separated from the Convention income and placed in the Programs Section of the budget

A MOTION BY Kevin Emdee to move vehicle judging from convention into MVPA programs, with all financial aspect of the judging program, expenses and income, listed as a line item in programs. **CARRIED UNANIMOUSLY.**

3. Tom Wolboldt requested the judging fee be increased to support the regional judging program

A MOTION by Reg Hodgson to increase the vehicle judging fee to \$40, for any MVPA judged vehicle, **CARRIED UNANIMOUSLY.**

4. Tom Wolboldt would like to begin regional judging at an event in Texas
 - a. The Board feels there is not a structured system in place to warrant having representation at this meet
 - b. David Cadorette and Tom Wolboldt are to work on a regional judging structure and bring their draft to the March 2013 meeting
5. Two groups applied for affiliation, but neither qualified under Policy #4
6. Bill Thatcher of the Arsenal of Democracy contacted HQ about an e-blast challenge to the other MVPA affiliates to financially support MVPA victims of Superstorm Sandy in the East.
 - a. The Board was not comfortable suggesting our affiliates send money to one of our groups, as we do not know how the money would be dispersed
 - b. It was the Board’s recommendation that they give to the Red Cross
 - c. David Cadorette requested the contact information for our NY and PA groups, and Bill Thatcher

C. Tom Wolboldt gave an update on the Archive Drawings

1. The Kruse Foundation (American Heritage Museum) was being closed, and most possessions were being auction, so the Archives drawings had to be moved in 24 hours from the initial notice
2. The Gilmore Museum (MI) originally told the Archive representatives the drawings could be moved to their location, but then said they wanted \$400 a month in rent
3. John Cheney II volunteered to let the drawings be moved to a building on his property. He went to Auburn, IN, helped load the drawings and move them to Ohio
4. The drawings are currently in what will be a sandblasting room and will need to be relocated within the next two years
5. Tracey suggested we offer John a Tax Receipt for “rent” while the drawings are at his facility

6. Steve Preston contacted a gentleman in San Francisco, California who offered the MVPA a lot of 1000 manuals and a few parts.
 - a. Steve will have the items picked-up and shipped to Portland before the Convention
 - b. Duplicates may be sold at the convention, while the remainder will brought back to Headquarters
 - c. A receipt for his contribution is to be mailed to the Gentleman
- D. Review of the Complimentary Membership list
 1. Drop Peter Davies, and Gene Olsen from the complimentary list
 2. Add Tom Woodburn to the complimentary list

VIII. FUTURE MEETINGS

A MOTION BY Kevin Emdee to hold the next Board meeting in Louisville, Kentucky, March 8 & 9, 2013, **CARRIED UNANIMOUS.**

A MOTION BY Kay Willard to go into Executive Session, **CARRIED UNANIMOUSLY.**

Kay requested the Board increase Tracey Metcalf and Susan Young's salaries to coincide with the new distribution of duties. The Board reiterated that the C.O.O. has the authority to adjust staff wages, not the Board.