

MVPA BOARD OF DIRECTORS MEETING
March 30 & 31, 2007 * Holiday Inn * Kansas City, Missouri

I. MEETING CALLED TO ORDER

President, Al Nickolson at 5:00 p.m. on Friday, March 30, 2007, called the REGULAR 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.

Roll Call

Present

| | |
|--------------------------------|--------------------------------|
| Jim Dias – Los Gatos, CA | Al Nickolson – Alberta, Canada |
| Linda Haas – Burleson, TX | Art Pope – Bloomfield, MI |
| Lee Holland – Chester, VA | Kenton Tucker – Scottsdale, AZ |
| Sven Johnson – Belvidere, NJ | Charles Varner – Grandview, TX |
| John Pojunos – Olathe, KS | John Varner – Onamia, MN |
| Randy Withrow – Huntsville, AL | Greg Wolanin – Loudonville, NY |

MVPA-HQ Staff: Kay Willard, Tracey Metcalf and Susan Young

Not Present: Reg Hodgson – Alberta, Canada

Meeting Agenda was discussed, revised and **ADOPTED** by the Board.

A **MOTION** was made by Charles Varner and seconded by Lee Holland, in keeping with Robert's Rules of Order accepted procedures, to **ADOPT** amended Meeting Minutes – Policy# 17. (Roll Call Vote: **9-Yes:** Jim, Linda, Lee, Al, John P, Art, Kenton, Charles, John V. **2-No:** Randy, Greg **1-Abstain:** Sven)

Policy #17 as ADOPTED: *No audio or visual recording of any kind, except the one that may be made by the Secretary or a member of the Headquarters staff for the purpose of preparing the minutes, shall be made at MVPA meetings: To include, but not limited to, the winter and summer Board Meetings, General Membership Meetings and Special meetings.*

No copies of the recording will be made and the original will be destroyed once the Board has approved the minutes.

The Secretary or Headquarters staff shall in addition to monitoring the audio recording take notes to insure that the minutes include motions, decisions made, volunteered and appointed duties in accordance with "Roberts Rules of Order Newly Revised".

A **MOTION** was made by Greg Wolanin and seconded by Sven Johnson to purchase a new recording device if the one we are currently using does not provide the quality necessary for transcription. The motion was **TABLED** until the accuracy of the current equipment could be determined.

A **MOTION** was made by Charles Varner and seconded by Art Pope to ratify Al Nickolson's earlier suspension of Policy #13 Director Standards and Policy #15 Election Regions, the motion **CARRIED** unanimously.

Greg Wolanin introduced Affiliate event insurance coverage by The Hartford for \$900. A **MOTION** was made by Art Pope and seconded by Charles Varner to have John Varner compare the Hartford coverage to the current policy through Zurich at \$8000 and report back to the Board as soon as possible, the motion **CARRIED** unanimously.

A **MOTION** was made by Charles Varner and seconded by Linda Haas to ratify the current affiliate insurance coverage through Zurich, the motion **CARRIED**. (Roll Call Vote: 11-yes, Jim Dias abstained)

A **MOTION** was made by Jim Dias and seconded by John Varner to go into Executive Session during the discussion of the Chief Operating Officer position, the motion **CARRIED** and discussion began.

A **MOTION** was made by Art Pope and seconded by John Varner to accept John Pojunos' application for the Chief Operating Officer/Treasurer position, with Randy Withrow's endorsement, the motion **CARRIED** unanimously. It was agreed that Randy's COO application package would be accepted as his BoD election package and that Randy would run for re-election.

II. SECRETARY'S REPORT

Board Meeting Minutes – June 2006

President, Al Nickolson **APPOINTED** Randy Withrow and John Pojunos to the "Meeting Minutes" Committee to be chaired by Secretary Jim Dias. The committee is to review, revise and approve the minutes within 30 days of the meeting. The minutes can then be distributed to the full Board and members that request them. The Board has the right to amend the minutes at their next meeting.

Randy Withrow requested a **CHANGE** to the June 2006 meeting minutes as follows: Section VIII. F to say "submit amended bylaws" rather than "explore the feasibility of a vendor sitting on the Board". A **MOTION** was made by Art Pope and seconded by Randy Withrow to **ADOPT** the corrected June 2006 Board of Director meeting minutes, the motion **CARRIED**.

Change Requested March 2006 Board Meeting Minutes

A **MOTION** was made by Art Pope and seconded by Greg Wolanin to accept the following underlined changes to the 2006 Winter Board Meeting minutes as requested by Daryl Bensinger's, the motion **CARRIED**.

Section VII. Executive Action Agenda Item F. Jeep Raffle Update: Daryl Bensinger's original plan for a jeep or vehicle raffle was to have a vehicle, parts, paint, etc. donated by MVPA vendors to complete a jeep. Once completed, raffle off the jeep amongst MVPA members, to encourage growth. Daryl felt he had enough support from vendors to obtain the parts needed.

Membership Meeting – June 2006

A **MOTION** was made by Charles Varner and seconded by John Varner to **TABLE** approval of the Membership Meeting Minutes, the motion **CARRIED**.

Kay Willard pointed out these are not minutes but rather a transcript recorded by Tracey Metcalf from the meeting tapes. Kay explained in order to take minutes of the membership meeting it would need to be held according to Roberts Rules of Order. There was **NO DECISION** made on how to record minutes of the next membership meeting.

III. TREASURERS REPORT

Kay reviewed the 2005-06 Financial Statement: Total assets - \$816,807; Liabilities & Capital - \$816,807; Gross Profit - \$539,761; Operating Expenses - \$566,769; Net Income (loss) – \$27,008

Kay stated the 2006-07 Budget, with a projected \$68,650 loss, was approved at the summer meeting with a few minor changes made as noted.

A comment was made regarding the \$6500 budgeted to put *Army Motors* on disk from issue #89 thru #39 and another \$4750 for issues #40 through #1. The Board **REQUESTED** Kay to communicate with Reg and Carolyn in spreading the production of *Army Motors* to disk between our 2006-07 and 2007-08 fiscal budget years.

Todd Minear from Blue Ridge Bank & Trust updated the Board Friday on the MVPA's Trust Account (current market value of \$733,177). He suggested changing the portfolio from 100% bonds and cash to 25% equities and 75% bonds & cash as the CD come due. The Board **REQUESTED** John Pojunos speak with Todd regarding stock investments and report back to the Board.

Auditor, Jim Shull, updated the Board Friday on the 2004-05 Audit and 2005-06 Review. He stated the books were in order and the accounting procedures were handled as well as can be expected in a small office. Jim commented on how organized the office staff is and the tremendous amount of work that is accomplished by three employees. Kay Willard stated a contract had been signed with the Jim Shull's CPA firm to include a review of the 2006-07 books. The Board **REQUESTED** Kay to speak with Jim regarding the cost of future Audits and Reviews and update them at the summer meeting.

IV. HEADQUARTERS REPORT

Membership Statistics

A graph shows the growth trend from 4785 members in 1991 to an all time high of 10,360 in 2002. The membership of just over 10,000 was maintained through 2004 but was followed by a 5% drop to 9781 in 2005 and 2% drop to 9530 in 2006. Kay stated the decline continues into the first three months of 2007 at a rate of 4%.

Supply Room Update

The net sales for 2005-06 were \$14,014 down from \$15,903 in 2004-05 but up from the \$12,781 in 2003-04. Tracey Metcalf pointed out the listing of book sales over the last several years, noting that some of the most profitable items were at the suggestion of Lee Holland. Tracey noted the underlined items would be discontinued due to slow sales.

Advertising Update

A **MOTION** was made by Greg Wolanin and seconded by Charles Varner to run a full-page color ad in *Military Vehicles Magazine*, the motion **CARRIED**. Greg thought the cost would be about \$350 per ad and John Varner **VOLUNTEERED** to speak with John Adams-Graf regarding a discount.

It was also **SUGGESTED** the *Shotgun News* ad size be increased and the American Truck Historical Society be approached about a larger swap ad. Kay will research this and report at the summer meeting.

Complimentary Membership List Review

It was **DECIDED** to drop Rex Ward & Malcolm Dunlop's comp memberships.

MVPA Website Update

Kay Willard reported she received 4 bids to redesign the website: **1)** Lost Tribe Media- \$4720, Chris Smith MVPA #30084 his Dad's # 3019. **2)** Multimedia Interactive - \$2200, Bruce Uher MVPA #30387. **3)** Adreas Gronemann - \$ 14,198 MVPA # 14198 **4)** Welter & Welter Productions - \$16,000 a non-member. Kay's recommendation to the Board is Lost Tribe Media

A **MOTION** was made by John Varner and seconded by Charles Varner to accept Lost Tribe Media's bid to redesign the MVPA's web site. The discussion and motion were **TABLED** until 8 a.m. the following morning.

The Meeting was reconvened at 8 a.m. on 31 March 2007

John Varner **AMENDED** his motion giving the C.O.O. and Headquarters Staff approval to pursue Lost Tribe Media as the MVPA's new web master, motion **CARRIED** unanimously.

V. MVPA PUBLICATIONS

Army Motors: Reg Hodgson, Editor, was not present

Supply Line

The Board **REQUESTED** Kay check on the cost of color pages in *Supply Line* and report at the summer meeting.

As a follow up to requests at the 2006 Membership Meeting Kay Willard proposed a 25% *Supply Line* ad rate increase which was **ADOPTED** by the Board and is to take effect with the January 2008 *Supply Line*. A letter will be sent to all current advertisers and Associate members notifying them of the rate increase and the discounts offered.

VI. OLD BUSINESS

Associate Member Award Program

Randy Withrow **VOLUNTEERED** to present a draft of the program at the summer meeting.

Vehicle Registration Database development

Greg Wolanin **VOLUNTEERED** to gather information on how to access the 50 State DOT's web sites for registration instruction. This information would be made available to MVPA members. Greg will update the Board on his progress at the summer meeting.

Lincoln Highway – 1919 Transcontinental Convoy

John Varner updated the Board on the 90th Anniversary Tour of the Lincoln Highway in the summer of 2009. Charles Varner **VOLUNTEERED** to contact Herman Pfauter to see if he would be willing to coordinate MVPA member participation. Art Pope **VOLUNTEERED** to help Herman.

Demographic Questionnaire Update

A **MOTION** was made by Lee Holland and seconded by John Pojunos to allot \$1,875 for the design, printing and mailing of a demographic questionnaire to be mailed with the 2008 renewal notices, the motion **CARRIED**.

Safety Policy Update

Lee Holland **VOLUNTEERED** to work with Al Nickolson to develop a "MVPA Safety Policy" as well as Create the Operators "Safety" manuals on wheeled and tracked vehicles.

It was **DECIDED** to add a Safety Seminar to the Little Rock convention schedule.

Advertising Suspension

A **MOTION** was made by Al Nickolson and seconded by Greg Wolanin to continue the suspension of George Roetzer's *Supply Line* advertising privileges.

Bylaws Revision Proposal

A **MOTION** was made by Randy Withrow and seconded by Greg Wolanin to have their list of proposed bylaw changes reviewed by the MVPA's attorney and the parliamentarian prior to presenting them at the summer Board meeting, the motion **CARRIED**. (Roll Call Vote: **7-Yes:** Linda, Lee, Sven, John P., Art, Randy, Greg **2-No:** Charles, John V. **3-Abstain:** Jim, Al, Kenton)

It was **DECIDED** that Randy include the reason for each proposed bylaw revision, and forward it to the Board as soon as possible for consideration before the summer meeting.

John Pojunos **VOLUNTEERED** to work with Randy on the bylaw revisions and to be the point of contact with the attorney and parliamentarian.

VII. NEW BUSINESS

Update Policy #15 Regional Representation

As per the MVPA's Attorney adding regions to the election process would require a bylaw change and could then be clarified with a Policy. It was **DECIDED** to include regional representation with the proposed bylaw revision at the summer meeting.

Revised Policy #13 Director Standards

A **MOTION** was made Greg Wolanin and seconded by Sven Johnson, to **TABLE** the revision of Policy #13 until the summer meeting, motion **DID NOT CARRY**. (Roll Call Vote: **5-Yes:** Linda, Sven, John P., Randy, Greg. **6-No:** Jim, Lee, Art, Kenton, Charles, John V. **1-Abstain:** Al)

A **MOTION** was made by Lee Holland and seconded by Charles Varner to accept the revised Policy #13 inclusive of the Oath of Office (to be identified as Policy # 13A), the motion **CARRIED**. (Roll Call Vote: **6-Yes**: Jim, Lee, Art, Kenton, Charles, John V. **4-No**: Linda, Sven, Randy, Greg. **2-Abstain**: Al, John P.) It was noted; signing the oath is optional (See attached policies)

New Business discussion was temporarily suspended in order to accommodate a convention presentation set up during the lunch break.

VIII. CONVENTION DEVELOPEMENT

Garry Hisel #35501 from the Indiana MVPA made a convention bid for Evansville, Indiana on August 5 – 9, 2009 to coincide with the LST 325 and the “Water World” amphibious event.

Kenton Tucker made a convention bid for 2009 on behalf of the Southern California MVPA affiliates to be held at the National Guard facility in Las Alamos, California.

A **MOTION** was made by John Varner and seconded by Charles Varner to accept the southern California convention bid, the motion was **WITHDRAWN**.

A **MOTION** was made by Art Pope and seconded by Greg Wolanin to accept the Evansville, Indiana convention in 2009, contingent on Garry Hisel and Kenny Adams getting the cost of the Fair Grounds reduced considerably, the motion **CARRIED**. (Roll Call Vote: **7-Yes**: Linda, Sven, John P., Art, John V., Randy, Greg. **2-No**: Kenton, Charles. **3-Abstain**: Jim, Lee, Al)

Dayton 2006 After Action Report & Future Convention Bid

John Cheney stated next time there will be: no vendors upstairs, better signage, a wheel chair ramp on the tour buses, a bigger, lighted auction tent, and they will contact community leaders in advance. John said the Ohio Motor Pool would like to host the 2012 convention at the Nutter Center. It was **DECIDED** the Board would discuss the proposal and vote at a later date.

A **MOTION** was made by Charles Varner and seconded by Randy Withrow to accept the revised Convention Policy #5 with “by 30 September of the Convention year” changed to “within 90 days of the convention’s conclusion”, seconded by Randy Withrow; the motion **CARRIED** unanimously.

It was **DECIDED** to rescind Policy #6 because it is now incorporated into the revised Policy #5.

Resume New Business

Revise Election Policy #3 in Conjunction with the Policy #13 Revision

A **MOTION** was made by John Pojunos and seconded by Lee Holland to amend Election Policy #3 by adding the following underlined section: *The nominating committee will review the qualifications of the nominees, and any Director who seeks re-election including his/her performance on the Board, and will present the slate of candidates to the Board of Directors by 1 June*, the motion **CARRIED**. (Roll Call Vote: **8-Yes**: Jim, Linda, Lee, John P., Art, Kenton, Charles, John V., **3-No**: Sven, Randy, Greg, **1-Abstain**: Al)

25/30-Year Member Pins

It was **DECIDED** to add a 30-year member pin to the program for an estimated cost of \$400 per year to distribute the 25 and 30-year pins.

Winter Board Meeting Location

A **MOTION** was made by John Pojunos and seconded by Charles Varner to as a rule hold the winter BOD in the Independence/Kansas City area but the location can be changed by a vote at the previous meeting, the motion **CARRIED**.

Definition of a Vendor

John Pojunos **VOLUNTEERED** to research the definition of “Vendor” as it pertains to bylaw 3.4b and report at the summer meeting.

Scholarship Program

Greg Wolanin **VOLUNTEERED** to bring "scholarship" possibilities to the June 2007 meeting.

IX. STANDING COMMITTEES

MVPA Historical Archives

Kay Willard reviewed the 2006 financial records noting deposits of \$3091.00 from the Dayton convention sponsors and expenses of \$1292.18 for the drawing team work in Auburn, IN, leaving a bank balance of \$4,831.50

Art Pope reported that the volunteer Archive drawing team of Ken Baumann, Ian Wallace, Tom Wolboldt, Bob Brown and himself sorted and labeled 16,000 "B" drawings, 12,000 "C" drawings and cataloged 206 drawings off site for a total of 7500 "interesting" drawings cataloged in December 2006. The team also unrolled 320 large "K" drawings and rearranged the stock to designated areas. Art stated the next work session will be 26 & 27 April 2007 and anyone able to help was asked to contact him for more information.

Nomination Committee

Al Nickolson **APPOINTED** the following members to the Nomination Committee for the 2007 elections: John Varner, John Pojunos, Greg Wolanin and Chairman Lee Holland.

Associate Member Support

A **MOTION** was made by John Pojunos and seconded by Charles Varner to accept the new Associate Member Benefit Policy #6 as proposed by Kay Willard, to take effect in January 2008, the motion **CARRIED**.

Randy Withrow **VOLUNTEERED** to assist Jim Dias with the Vendor/Associate meeting at the June 2007 convention.

New Affiliate Group Approval

A **MOTION** was made by Linda Haas and seconded by Art Pope to accept the three new affiliate groups applying for affiliation: Rolling Thunder of Topeka, KS; Tri-State MVPA of Auburn, IN; and New York Military Vehicle Club, the motion **CARRIED** unanimously.

Vehicle Judging

Judging Chairman, Jim Lurba, and Tracey Metcalf proposed the current judging guide be updated and streamlined to only contain information pertaining to the vehicle judging, and not include the judges' qualifications and training. The Board is to **REVIEW** the proposed Judging Guide and discuss it further at the summer meeting.

It was **DECIDED** starting in 2007 to use the restructured 8.5 x 14" carbonless triplicate form as presented by Tracey and Lee Holland. The original will be kept on file at MVPA-HQ; a copy goes to the Judging Chairman and to the vehicle owner, which will be mailed from HQ after the event.

Lee and Tracey also came up with the idea to place a "Judging Complete" sticker on the vehicle's ID card so owners will know their vehicles have been judged.

X. RECOGNITION COMMITTEE

The Roll of Honor and Vanderveen Award

Chairman Randy Withrow, will send the nominees electronically to the Board for approval so the awards can be created and presented at the June 2007 awards banquet. (HQ Notes: 2007 Roll of Honor = Sid Beck 880C, John Geesink 964, Kevin Kronlund 14162, Brent Mullins 1230. Vanderveen = Reg Hodgson 127C)

Newsletter Editor of the Year Award

The Editors of the *OK Motor Pool News*, *Red River Express* and *The Motorpool* of the NM Roadrunner Convoy were nominated and it was **DECIDED** to give the 2006 award to Ken Meek and the **OK Motor Pool News** of the Tulsa Military Vehicle Group.

XI. FIVE YEAR PLAN

Art Pope's revisions will be made and included in the 2007 summer meeting book along with the update the cover he requested.

XII. FUTURE BOARD MEETING SCHEDULE

Summer 2007: Wednesday 27 June - Statehouse Convention Center – Little Rock, AR
Winter 2008: Friday & Saturday 28-29 March – Near MVPA-HQ – Independence, MO

XII. MEETING ADJOURNED

A **MOTION** was made by Linda Haas and seconded by Charles Varner to adjourn the regular winter meeting of the MVPA Board of Directors, the motion **CARRIED**.

HQ Note – The follow expenditures were approved during the winter meeting

\$2100 Full-page color ad to be run in Military Vehicles Magazine 6 times
\$4720 Re-design of the website
\$1875 Demographic Questionnaire – design, print & mail
\$ 400 30-year pin program
\$???? Legal and parliamentarian guidance on bylaw changes

Respectfully Submitted on April 18, 2007 by:

Tracey Metcalf, Administrative Assistant
Kay Willard, Association Manager

Approved by:

Meeting Minutes Committee
Jim Dias, Secretary - Approved 4/24/07
Randy Withrow – Approved 4/26/07
John Pojunos – Approved 4/20/07

Full Board Approval on June 27, 2007

See Policies 13 & 13A on the following pages

Military Vehicle Preservation Association
POLICY 13: MVPA Director Duties and Responsibilities

Adopted March 2007

A Director Shall:

- A. At all times be aware that he/she is no longer a regular Member, and that his/her conduct will be held to a higher standard. Actions, words, and writings will be taken by the membership and the public as official. Anything said or done will reflect on MVPA as a whole. Directors are the "face" of the management of MVPA, and as such, they must be an enthusiastic supporter of MVPA at all times. Missouri Revised Statutes Chapter 355 covering Nonprofit Corporation Law impose a fiduciary duty and a duty of loyalty on serving Directors. As a fiduciary, a Director holds a special relationship of trust, confidence, and responsibility to MVPA and its Members. He/she must at all times use his/her best business judgment in fulfilling this duty for the benefit of MVPA.
- B. Support the bylaws, policies, conventions and programs of the MVPA. Using his/her best independent judgment, the Director may disagree with and debate against any subject brought before the Board. Work in process by the Board shall remain confidential until completion and release for distribution. Once a decision is made the Director shall accept the majority decision and support it publicly.
- C. Attend meetings of the board; register and attend annual national conventions; and attend meetings held at the conventions. It is desirable that the Director wear a nametag; be available to assist with any and all aspects of the execution of the convention; preside over, if assigned, and attend the various meetings and forums presented at the convention, including the awards banquet; and be an avid supporter of the convention and the host affiliates.
- D. Bring all matters of the MVPA membership and affiliates before the Board, in a timely manner, no matter how trivial a situation appears.
- E. Shall be involved with their local MVPA Affiliates in the following areas when possible:
 - 1. Regularly attend Affiliate activities, be available and communicative.
 - 2. Initiate Affiliate newsletter articles to note and promote MVPA National activities.
 - 3. Solicit Affiliate group members to run for the Board.
 - 4. Attend Affiliate board meetings; update them on MVPA board activities, ask for their input.
 - 5. Establish MVPA presence at major affiliate events, i.e., a table with samples of MVPA publications and brochures, promote future MVPA conventions, and be available for 1-2 hours for questions and comments.
- F. Support the Headquarters staff. Reasonable requests may be made of the staff for help and information. If the request is out of the norm the Association Manager will refer the Director to the C.O.O. who may consult with the Executive Committee for a final decision.

A Director Shall Not:

- A. Be in a business that in any way derives its customer base from the MVPA membership or the military vehicle hobby nor use the MVPA for any personal, financial, political, or any other gain.
- B. Allow anything in their Board book to be published in a public forum, photo copied and/or distributed without the express approval of the Board.

Military Vehicle Preservation Association
POLICY 13A: Director Oath of Office
Adopted March 2007

Newly elected Directors take office as soon as the election process is complete and he/she is notified. They will participate in the winter meeting at which time he/she shall be sworn into their position in acknowledgement that they are a member of a team who has been charged with the responsibility of managing the Association. At that time he/she becomes a fiduciary trustee of the MVPA pledging to uphold the trust of the association. *Fiduciary: A Person who holds trust, a trustee, a person who stands in a special relationship of trust, confidence, or responsibility in his obligation to the membership of the MVPA.*

I _____ do solemnly affirm that I will faithfully execute the duties of Director of the Military Vehicle Preservation Association, follow the MVPA Director Duties and Responsibilities and will to the best of my ability preserve and execute the mission of the MVPA.

Sworn and subscribed before me by affiant on this ____ day of _____, 200__.

Signature of Person Administering Oath

Print Name

Signature of MVPA Secretary

Print Name

Signature of Director Taking Oath

The signing of this document is voluntary