

MVPA Membership Meeting Synopsis
Saturday * June 30, 2007 * 10:00 am
Statehouse Convention Center * Little Rock, Arkansas

Member Check-in:

Attendees were asked to verify their membership by showing photo ID. The HQ staff and volunteers matched the ID to an active member list issuing a ballot and voting card to each. Non-members could attend, but were not allowed to vote or address the meeting.

The meeting agenda and financial report were distributed.

Quorum Present:

Jim Dias Secretary reported there were approximately 126 members present, which established the quorum of 50 required by the MVPA's bylaws section 2.8.

Standing Rules (below) were approved by a two-thirds vote:

- 1) The President shall appoint a committee to approve the meeting minutes before they are published.
- 2) The right to speak and vote on motions is limited to active MVPA members.
- 3) Discussion on each "main motion" shall be limited to 10 minutes unless extended by general consent or a two-thirds vote without discussion.
- 4) No member shall speak in discussion more the twice nor more than two minutes each time on each proposed motion or amendment.
- 5) No motions shall be made during the member Questions * Input section of the meeting.
- 6) Come forward to the microphone to address the membership.
- 7) Before speaking, state your name, member number and state or country of residence.

Meeting Agenda: was adopted by a two-thirds vote.

Financial Report:

Association Manager, Kay Willard informed the membership our first deficit in over 15 years was \$22,223 last year. We are looking at a similar deficit for the current fiscal year to end in September 2007 and a greater deficit is projected for next year. The Board requested everyone present to recruit new members to help offset the deficit. The Board requested Kay and C.O.O./Treasurer John Pojunos present their suggestions to balance the 2007-08 budget at the March 2008 Board meeting.

C.O.O. John Pojunos #25050 told the group he would be available to discuss the financial reports of the organization with any interested members after the meeting.

Bylaw Change Proposal:

Some History – The last changes were made to the bylaws in 2000, which included, as required by the state of Missouri, membership approval of bylaw changes. Prior to 2000, the Board had full power to approve the bylaw proposal without the consent of the membership. Many of the 2000 Directors are still on the Board today, and maintain it is important for the membership to have a vote / voice in the organization.

The current Board decided at their 2007 winter meeting it was time to update the MVPA's bylaws. There was concern that most members would not have the opportunity to vote on changes because the current bylaws allows for that vote only at a membership meeting. (*Randy Withrow's Note: The bylaws, however, state that a vote MAY be taken at a membership meeting, not that the vote can be ONLY taken at such a meeting. The bylaws need clarification on this issue.*) John Pojunos consulted with Parliamentarian Teresa Dean who suggested the following amendment to section 5.4 be put to a vote at the 2007 Membership Meeting. If passed this would allow all members to

vote on additional bylaw changes. (*Randy Withrow's Note: Under State Statutes, however, Bylaw changes are to be by mail-in ballot to all members unless Section 5.4 is used.*)

Section 5.4 Amendments to Bylaws

A. Membership Action: *The Bylaws may be amended by a ballot vote of the Members with advance notice having been given. A two-thirds affirmative vote of the ballots returned is required to adopt amendments provided that:*

- 1) *The amendment has been submitted by the Board of Directors, a standing or special committee, or at least ten (10) active MVPA members.*
- 2) *Notice has been published in the MVPA's publication at least two months prior to the sending of the ballot.*

B. Board Action: *In accordance with the requirements of Missouri Revised Statutes Chapter 355 under which the MVPA is incorporated, an amendment to the Bylaws adopted by a two-thirds affirmative vote of the ballots returned by the Members under Section 5.4(A) above must thereafter be approved by the Board of Directors by an affirmative vote of a majority of the Board members in order to take effect. Before approving any amendment to the Bylaws, the Board shall determine that the amendment does not violate any applicable provision of Missouri Revised Statutes Chapter 355 Sections 355.020 through Section 355.881 covering nonprofit corporations.*

A majority of the members, who voiced their opinion, felt the wording of the above amendment was backward. They suggested the attorney and board, prior to presenting it to the membership for a vote, should review any proposed amendment for legality and proper wording. They also think the Board must ratify an amendment if it is approved by a two-thirds vote of the membership

Kay Willard, who took part in the meeting with John Pojunos and the Parliamentarian, suggested the amendment be reworded now before the vote. She expressed concern if this amendment it not passed at this meeting it would be over a year before the bylaw updates can be presented to the entire membership for a vote. With little discussion the idea of changing the amendment wording was quashed.

Bill Bauer # 29802 called for a vote on the amendment. Ballots were collected and Paul Smith #13474 stated he wanted the ballots counted in the room in front of everyone. It was the general consensus that the ballots could be counted in the hallway with 3 people watching the count for accuracy. Mr. Smith was asked to witness the count and volunteered to do so.

Later during the meeting President Al Nickolson #9848 reported the results of the vote as 33 in favor and 112 against, resulting in the Bylaw amendment not passing. Al stated we would reword the proposal and bring it back to the membership in August 2008 at the Portland, Oregon convention.

Appointed Directors:

David Kelone #20591 feels that only elected directors should sit on the Board. He feels that non-elected persons should not be on the Board, nor have a right to vote on club matters. He thinks the people getting paid for publishing the magazines have a responsibility to the Board, not the membership, and should not be allowed to vote on fiduciary matters.

Director John Pojunos #25050: Explained the appointed Directors hold key positions; *Supply Line* and *Army Motors* Editors, C.O.O., Convention Chairman and Past President. The elected Board Members, who can remove them with a majority vote at anytime, appoint them. It is John's opinion the Past President, because he is elected by the membership, should not be considered an appointed Director, and the term should be limited to 1-year.

Director Sven Johnson #13860: Thinks only the elected directors should vote and the appointed directors should sit in advisory positions, because they could be biased as to whom they support because of their appointment. It is his opinion that the appointed directors will not vote the way they want, but the way the people who appointed them want them to vote.

Introduction of Director Candidates:

The Nomination Committee (Lee Holland #6550, Chairman, John Pojunos #20505, John Varner #19098, Greg Wolanin #13843F and Al Nickolson #9848) thanked the 15 members who applied, noting they selected the 8 with expertise and backgrounds they feel best fit the needs of our Association at this time. Each member of the committee, with the exception of the Chair, called four candidates and then expressed their opinion as to which two they felt would be the best candidates to serve the membership at this time. The following members, approved by a majority of the Board, are on the slate for the 2008-2011 term of office.

David Cadorette, NH
Toby Chandler, TX
John Cheney II, OH
Ed McConnell, NM

Pat Nickolson, PA
Carl Shiele, MI
David Welch, NJ
Tom Wolboldt, OH

Please stop the fighting:

Boyd Bauer #30342 commented to the Board that he is a fairly new member, but feels fighting for fighting's sake is not good for the promotion of the organization and gives a bad image. Having negative info on the Internet is one reason new members aren't joining and old members are not renewing. He feels, as a member, it is time to agree to disagree and move forward leaving the negativity out of the Boardroom and away from the membership.

Paul Harless #15390F stated he has been to several MVPA meetings and he had seen nothing but ridicule and negativity from Sven Johnson #13860 toward other Directors. Paul asked Sven what he had done, since being elected to help the Association? Director, Sven Johnson, feels with his extensive Rotarian experience, he brings the voice of reason to the Board. He felt the Board had an image problem when he ran and he wanted to alleviate that. Paul concluded with "please stop the fighting amongst each other and get the club back together.

Joseph Lortenzson # 11354 noted he had been a member for many years and came to the convention at his own expense to take photographs to give the HQ staff so they could begin working on *Supply Line* as soon as they return to Independence. He reminded the members that they are always chomping at the bit to get *Supply Line*, and with all of the rhetoric the staff is being beat up and still having to complete their duties to the membership. He also stressed the need to recruit new members and to keep the dirty laundry out of the public eye and ear.

David Wilson # 20522 would like to see the controversy stop.

Growth and sponsorship:

Carl Ludecke #26762 asked if we have a membership committee to which Kay Willard answered "Yes, but they have been inactive because the club has been embroiled in controversy for the passed two years." Carl continued that we should have a Public Relations Committee; we should have membership drives, and TV and/or radio exposure at the conventions. Would like to see a group exploring non-dues revenue for the club. When asked to volunteer to chair said committee Carl declined. John Varner #19098 asked the membership to step up on these committees, but again, no one volunteered. John continued that the members who are retired financial experts and advisers would be greatly appreciated if they would guide the Board in these decisions. John also reminded the attendees they could sit on committees without being Board members and that 13 people could not do it all without the help and support of the membership.

Garry Hisel # 30551 invited everyone to the 2009 Evansville, Indiana convention. With respect to non-dues revenue he asked to go forward and seek out a national sponsor for the conventions. The Board gave him the "Go Ahead" to pursue this type of sponsorships.

Adjournment:

John Cheney II # 14294 thanked the group for their attendance at the Dayton convention, and asked the crowd to give Paul Harless and the MV Travelers a big hand for their hard work on great event.

At Noon Bill Bauer #29802 made a motion to adjourn the meeting, seconded by Boyd Bauer #30342 and unanimously approved.

Submitted by Tracey Metcalf August 7, 2007

Reviewed by: Kay Willard August 8, 2007

Approved by: Jim Dias, Randy Withrow, John Pojunos September 2007

To be approved by the full Board March 2008