

MILITARY OFFICERS ASSOCIATION OF AMERICA
ALAMO CHAPTER
P.O. Box 340497, Ft Sam Houston, TX 78234
MINUTES OF VIRTUAL & F2F BOARD MEETING – Thursday 18 March 2021

The Meeting was called to order by Board Chair Barbara Ramsey at 1pm. A quorum was present (min 50%) and acting throughout the meeting.

Attendees:

Board: Col Mac McDonald, Col Barbara Ramsey, Col Frank Rohrbough, LTC Bill Goforth, LtCol Ed Marvin.

Staff: Col David Patrick, LtCol Kitty Meyers, Maj Jim Cunningham, Trish Meserve.

Absent: LTC Robert Blake, LTC Jim Finch.

Barbara Ramsey welcomed all. Invocation and Pledge led by Ed Marvin.

Old Business

a) Minutes

The minutes from 14 January 2021 were reviewed. Barbara Ramsey pointed out an annotation included in the minutes that was not discussed during the meeting New Business/a) Budget Close Out, 2nd paragraph last sentence – December Operations deficit was \$3,700 because of transfer of donation to ACEF done in January. (Note: the December financials were NOT changed)

Bill Goforth made a motion to approve the minutes, seconded by Frank Rohrbough. All were in favor.

New Business

a) Monthly Budget Report

Kitty Meyers and David Patrick reviewed the financials.

ACEF - We are into the second month of the year and you can see YTD ACEF monies are flowing in. In the Outflows you can see how the Scholarships will be awarded at next week's Awards luncheon with speaker General Jeanne Leavitt. Peter Hunt has done a fantastic job organizing everything.

Operations – the monies left over from the Job Fair Account were transferred into Operations on March 1 so will show on next month's financials. David advised we have received \$5,955 from MOAA national for last year's recruitment efforts, and that the budget is driven by the renewal dues of the Retired chapter members. Felix Santiago is working very diligently on the renewals, by personally contacting them. Barbara pointed out Felix's metrics were especially important.

Outflows – expenses are being managed; the contractor amount differs because of the timing. The Job Fair Account \$2,900+ transfer will help greatly with the projected deficit of just over \$4k.

Barbara encouraged all to shop Amazon using Amazon Smile and selecting ACEF as their charity.

b) Scorecard Update

Membership: Kitty gave kudos to Felix for the tracking metric displayed on the Membership chart. We are focusing on the paid dues percentage rate. We are aiming for 65%, the same as MOAA national. MOAA provides two years free local chapter

membership for lifetime memberships and one year for premium memberships. Kitty did notice MOAA national is encouraging members to connect with their local chapters on the national website.

David advised all aspects of the scorecard is closely monitored.

Jim Cunningham responded to Barbara's request on the current legislative efforts in Austin. He advised Jim Brennan of TCVO will be keeping us informed on the legislative action during his upcoming absence, and Larry Petrash will take over the running of the Texas Council of Chapters.

Bill Goforth asked how renewing members are notified – typically 6 emails and letters and then a list of about to be terminated is provided to the staff for personal outreach and then Felix will attempt again before they are removed from the roster. The majority of the non renewals are Active Duty as they PCS out of the area. David advised we retain only about 10% Active Duty.

c) Golf Tournament

Frank Rohrbough advised most of the work is complete for the Golf Tournament.

Working on costs of Goodie Bag and getting the word out. Working on possibly approaching the Greehey Foundation for sponsorship. Jack Downey has begun working the application but representation on GuideStar as not complete as it should be, and the Greehey Foundation does not typically sponsor Golf Tournaments. But the ACEF Board could pursue it as a funding source for solely the scholarships.

Bill Goforth suggested advertising in The Local magazine to draw players. Likely will try our current distro list and provide flyers at the Quarry.

d) Scholarship

Peter Hunt absent. Kitty advised General Leavitt and Col John Duncan will have preliminary call on Monday. Col Duncan may well be Pete's shadow next year in running the scholarship program.

e) By Law Revisions

Barbara suggested the following by laws picked up from an association of Not For Profit:

MOAA-AC BY LAW recommendation

Page 2 A Add commissioned officers

Page 4 G add to para 2

Any or all directors may participate in a meeting of the Board of Directors or a committee of the Board of Directors, or a committee of the Board, by means of a telephone or a video conference or by any means of communication by which all people are participating in the meeting are able to communicate with one another, and such presentation and such participation shall constitute presence at the meeting.

Page 5, para 3,

Change Term from one to 2 years.

Page 5, Para E,(5) Insert and re-number

Annual a conflict of interest shall be completed and reviewed in accordance with Appendix A.

Page 9,Article XI,number 3- Chapter Funds

Delete paragraph as presented and add

Section 3. In the event of final dissolution or liquidation of the Association, and after the discharge of all its liabilities, the remaining assets of the Association, including all of its

various specifically designated funds, shall be given to one or more tax-exempt organizations, as defined in the Internal Revenue Code, and whose purposes and objectives are similar to those of the Association, such organizations to be designated by a vote of two-thirds of all directors, serving as such at the time of dissolution

Page 10, ARTICLE XIII — Indemnification of Directors, Officers, and Employees Section 1.

Every director, officer, or employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer or employee of the Association, or any settlement thereof, whether or not he is a director, officer or employee at the time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance

The first paragraph is to officially recognize the virtual meetings. Kitty advised errors were noticed in the current by-laws when reviewing the additions, and it this should be in Article 3, Paragraph C, not Section 4 Voting. Ed suggested there were other considerations that should be reviewed and recommended a committee be set up to review the entire document, so all changes can be done at one time before being put to the membership for approval at the Annual General Meeting.

Barbara opined the last few instances of amendments had not been brought before the Board or the membership for approval as evidenced by reviewing prior minutes and The Lariat newsletters.

David Patrick objected to her claim and advised that every amendment had been approved by the staff, then the Board and then the membership. He also recommends to a convene a committee to review the entire document.

Bill Goforth questioned whether we could do an interim update with the intent to do a formal review in October, but Ed pointed out the bylaws themselves would have to be changed to allow interim changes, and currently any interim changes could not be official without staff, Board, and membership approval.

Barbara again insisted the last set of changes had not been presented to the Board, neither had the changes in the January. Kitty pointed out that the proposed changes discussion re "Associate Member" had been tabled by the Chair at the January Board meeting and therefore were not part of the current document.

Agreement to convene a committee was reached and Jim pointed out that JBSA Ft Sam would also have to approve the document. Ed Marvin restated the motion that the Board Chair appoint and approve a committee to completely review and revise, if necessary, the chapter By Laws. Seconded by Bill Goforth. Ed recommended that Kitty chose who she would like on the committee from the Executive Staff, and she suggested herself, David, and Felix.

The Associate membership change had been tabled at the last minutes in order for the Board Chair to do due diligence.

Barbara questioned the notion that MOAA national had approved such a category, but it was pointed out that by Jim and Kitty that MOAA national had approved it at the local level and was never put forth that it was at the national level.

Kitty advised the North Dallas Chapter came about as a merger between 2 chapters and their Associate member category was approved. Barbara disputed this. Jim Cunningham advised he was present during a phone call with Terri Coles regarding this subject and an associate member would not be national members. Jim advised legal has been involved but again this was disputed by Barbara.

Ed Marvin reminded all that as an affiliate to national local chapters can do things differently.

David reminded Barbara the Associate membership proposal was as a result of the chapter brainstorming at the request of the Board to improve chapter finances.

Barbara opined such associates could still give money to the chapter without being an actual member. Heavy discussion ensued.

Further discussion was tabled.

Meeting Adjourned at 2:42pm.

Next scheduled Board Meeting – Thursday May 13 at 10am

A handwritten signature in black ink, appearing to read "David Patrick".

Col David Patrick USAF (Ret) Secretary