

MVPA Membership Meeting Synopsis

August 16, 2008 * Portland Expo Center * Portland, Oregon

The meeting was called to order by President David Welch, who requested Sven Johnson lead the 29 + members in the Pledge of Allegiance.

Roll of the Board of Directors, the following were present:

David Cadorette	Kenton Tucker
John Cheney II	David Welch, President
Jim Dias	Greg Wolanin
Sven Johnson	Tom Wolboldt, Secretary
Al Nicholson, Vice President	Kay Willard, Association Manager
John Pojunos, C.O.O.	Tracey Metcalf, Administrative Assistant

Not present: Reg Hodgson, John Varner

David Welch noted that adequate notice of the meeting had been given to the members and there was no objection to beginning.

Kay was asked to update the group on how the convention and club are doing. She stated we do a comparison over 5 years of conventions (other than Dayton, which was huge), and informed them that the Portland Convention was in line with all other than Dayton. This was the first year we sold more Saturday Banquet tickets than Friday event tickets.

She continued with membership being 8736 at end of July. Kay thinks the loss of membership is leveling off and the MVPA will begin to grow. We are about 75 members shy of what we had at this time last year, but we are hopeful that we will actually show a growth this year. The most new members come from "Members Recruiting Members", and the Internet, but she noted we have enlarged our Military Vehicles Magazine ad from 1/4th page to a full page and have really seen an increase in new members signing up from that publication. Kay noted the need to maintain at least 10,000 members to continue operating the way we are now.

Greg Wolanin asked Kay how many of the 591 people registered for the Portland convention, were members? She replied the 314 pre-registrations were members, but the people who registered at the door are either members that didn't pre-register, past members that didn't rejoin, members of the MVCCO who are not members of MVPA, and collectors who are not members of any group. Kay continued that we average about 20 new memberships at the conventions since it is no longer required attendees be a member, or the guest of a member, to attend before Saturday.

John Pojunos reported that the club had been showing red ink in the past few years due to several reasons; the increase in the cost of paper to print our publications, postage in the US and outside of the country, fuel prices. In the Fiscal 2006 year we had a deficit of \$28,000 in 2007 \$42,000 and in 2008 it appears we will lose in the mid \$40,000 range, half of the amount originally budgeted. The board is on a hard membership drive and will scrutinize the budget for ways to conserve. John reiterated the need for our membership to be 10,000 strong to cover the current expenses. John told the attendees that the finances would be published again in *Supply Line*, but he would gladly field any questions.

John A. Cheney said he didn't have a question, but would like to thank the Board and the Staff for putting the financial information in *Supply Line*. It was refreshing to see it once a year.

David Welch told the group that in order to offset some expense to the club that the Board eliminated reimbursement for their travel to the Summer Meeting. He urged everyone to recruit new members, and set a goal of 10,500 or 10,600 by the end of next year. If membership does not increase other measures, including combining the publications or increasing dues, will have to be considered.

The suggested Bylaw updates were passed to the members for review. The changes were discussed by Tom Wolboldt and John Pojunos.

1. Charter Location – To keep a minimum of Directors from changing the charter location of the organization.
2. Membership – To give all regular members the right to vote and determine that members are natural persons, not entities.

R. Wayne Cook #20864 asked about the “Family Membership” and wanted to know where it was in the Bylaw revisions. John Pojunos told him that “Family Memberships” were addressed in the Policies rather than the Bylaws.

3. Section 2.1.2 – to define “business and Associate members” and who has the right to vote.
4. Section 2.6 Annual Meetings – defines the way in which active members can submit items for discussion at the annual membership meeting.
5. Section 2.7 Special Meetings – determine the percentage of members needed to submit a petition to the organization for a special meeting and outlining the cost responsibility is on the petitioners.
6. 2.8 Quorum – This is the raise the quorum number from 50 to 1% of the voting membership
7. Section 3.1 A – Spelling correction
8. Section 3.1 B – to include “within the State that the Association is chartered within.”
9. Section 3.1 D – Spelling correction
10. Section 3.2 Number – defines the number of elected and appointed Board Members and the ability to hold two positions on the Board. Limits the number of Board members to 12.
11. Section 3.3 Election or Appointment – Streamlines the appointed Directors’ duties and responsibilities.

Garry Hisel #30551F Asked what would happen if there was not a complete Board as of 1 October if the election changed an appointed director to an elected director? He feels the bylaws should cover the procedure to keep the Board at 12 members. The Board agreed to run Garry’s question by the attorney to see if it should be in the Bylaws or the Policies. The Board told the membership that in the past the candidate with the next highest number of votes is brought into the vacant position.

12. Section 4.9 (to 3.4) Past President – takes the vote away from the past president and limits the term of a past president on the Board to no more than 2 years.
13. Section 3.5 Qualifications – Adjustments are made to the qualifications to run for the Board and allows people in business to run for the Board and clarifies that resigning is not the same as dismissal.

Kay pointed out that changing the Director qualification requirement to attending only one convention in six years seemed rather lax. If a person is not motivated enough to attend two conventions in five years (the current requirement) how motivated will they be to be a productive Director? Kay continued, conventions are a big part of the Association’s operations and a potential Director should have a good feel for how they function and benefit the membership. Tom Wolboldt replied that he thought it was

more important that members attend Board Meetings than conventions. Tom said they were discussing both, noting what is not covered in the bylaws can be clarified in the policies.

Bob McDaniel #7535 suggested the Board meet twice a year, one in the city of the convention, then again at the Convention.

Steve Johnson #30979 suggested the Board put "active member" in the Bylaws and define the requirements of meeting and convention attendance in the Policies.

14. Section 3.6/7/78/ Term, Vacancies, Removal are all modified in some fashion

Jeff High #31537 wanted to know what would happen if the next person with the highest votes does not accept the position offered by the Board in case of a vacancy. David Welch replied the person with the next highest number of votes would be contacted. Being a new member Mr. High asked how many members ran for the Board in a single election. David Welch told him we had 15 applications, which were narrowed down to 8 candidates for 4 positions.

15. Section 3.9 Quorum – defines what constitutes a quorum of the Board.

16. Section 4.3 Removal – defines the removal of "officers" from the Board, but has no bearing on the position as a director

John A. Cheney asked who elected the officers, to which the Board replied that they do. He also asked if an appointed director could be an officer to which "yes" was replied.

17. Section 4.8 Chief Operating Officer – Defines the duties of the COO

18. Section 5.4 Amendments – changes the wording in the Bylaws to allow mail-in votes by the membership

19. Section 5.5 Precedence - Completely added as a new section 5 1) 2) 3) 4)

David told the crowd that the Board voted to approve the updates to go to the MVPA's attorney and then to the membership in the October/November 2008 *Supply Line*.

Questions were requested from the members present and addressed by the committee.

Garry Hisel #30551F noted the adoption date of revised Bylaws was January 2009 and noted "we are not there yet" and asked why it was dated that way. David Welch stated it would be the trigger date. Garry thinks it should say "proposed adoption date". David Welch pointed out that if there was a quorum of 50 members at this meeting they could change the Bylaws without a vote, but the Board felt that would be unfair.

John Pojunos gave kudos to Tom Wolboldt for the hard work he put into rewriting so many areas of the Bylaws. That is was easy to see he had put a lot of thought and time into the original draft and everything else was spawned from that original. *Copies of the bylaws with the changes color-coded were passed to the crowd and explained.*

Kay asked David Welch if the "majority" was of the ballots returned, or the ballots sent out, to which he replied it was "a majority of the ballots returned".

Garry Hisel ##30551F complimented Tom Wolboldt on the job he did revising the verbiage of the Bylaws. He asked that the Board to reconsider 2.7's last line about the petitioner bearing the cost of a special meeting. Garry feels it is unfair if a group wants to have a change or special meeting it bridges the effort with the cost of the process. Tom Wolboldt explained that it is worded that way to keep frivolous meetings from being called every time someone was unhappy. David Welsh interjected that this wording will keep the complaints legitimate, and if the membership is unhappy with any Board member they can vote them out. The appointed Directors can be removed by a majority vote of the Board.

Welch again ask the attendees to read, vote and return the Bylaw card and to be sure and vote in the election of Board Members. He reiterated that voting is one of the most important things MVPA members can do to support the organization and the hobby.

Bob McDaniel #7535 stated he had a problem with the judging. He would like the judging guidelines reviewed. He had his M38A1 judged in the Motor Pool Ready class and did not expect to win, but was surprised when the judging chairman told him points were taken off because the Oil filter, oil housing cap and valve cover were Marine Corps green rather than the original black. Deducted point because of the incorrect clamps in the engine compartment. He thinks vehicles that can roll should be judged in MPR without all the correct parts due to field modifications. David Welch told him he appreciated the input and feels that judging is very important to the membership and the Board will address the concern. He noted that David Cadorette and Tom Wolboldt would speak to Mr. McDaniels concerning his opinion on judging.

Lloyd Atkinson #23044 asked why once a vehicle wins the Master class is it allowed to enter again and again? David Welch replied that is was to coax people with excellent vehicles to continue bringing them to the conventions. Lloyd thinks when people find out Master Class winners are entering into judging, and they don't enter because they feel they don't have a chance to win. David Welch believes there will always be someone with an outstanding vehicle vying for the same honor, whether they have won in the past or not. Tracey added there are other awards to be eligible for other than the Master Class, for instance, the Judges Choice or Best Vehicle Display. David Welch feels it will keep the past winners on their toes as far as maintaining their vehicles.

Clark Bennett #4041 would like to thank the Board for all the hard work they have done, and the fact that it is more democratic and feels a smooth running board is the reason there were so few members present at the meeting this year. It's not a lack of interest, but that people are more satisfied with how things are running.

Sven Johnson asked the crowd when they thought would be the best time for the general membership meeting so everyone could attend, including vendors? David Cadorette was thinking of that also, and how to include the Vendors. Suggestions were requested.

The membership made a motion to adjourn followed by a second and the meeting ended with Carolyn Simpson shouted "Thank you" to Kay and Tracey as well.

Respectfully submitted 10/14/08 by: Tracey Metcalf, Administration

Reviewed 10/14/08 by: Kay Willard, Association Manager

Approved 11/09/08 by: Secretary Tom Wolboldt, David Cadorette, and Greg Wolanin

Full Board Approval 11/14/08