# Executive Committee Meeting The Buttes Marriott Resort, Tempe, Arizona June 24, 2011

#### **MINUTES**

The following members of the Executive Committee were present: President, Col Walker Williams; President Elect, BG Mike Silva; Immediate Past President, RADM Paul Kayye; Army Executive Committeemen, COL Judi Davenport, COL Cliff Dungey, and COL Marco Marin; Naval Services Vice President, CAPT Gordon Austin; Naval Services Junior Vice President, LCDR Scot Cregan; Naval Services Executive Committeemen, CAPT Don Grant, CAPT Morgan Little, and Col Jim Sweeney; Air Force Vice President, Lt Col Ann Knabe; Air Force Junior Vice President, Capt Lynette Petsinger; Air Force Executive Committeemen, Col Jan Rhoads and Lt Col Randy Stoeckmann; and Executive Director, MG David Bockel.

Appointed national officers present were MAJ Bill Pentecost, Judge Advocate; COL Terry Baggett, Treasurer; Chaplain, Maj Vince Cummings; and International Programs Officer, Col Chip Holsworth. Invited guests in attendance included Chairman, Department National Council Members, Lt Col Don Stockton; ROAL National President, Mrs. Cathy Luke; ROA/REA Ad Hoc Committee members, RADM Bob Merrilees, CMSgt Lani Burnett, MSgt Shane Smith.

Elected and appointed National Officers absent were Army Vice President, COL Kevin Riedler; Army Junior Vice President, CPT Chris Cox; Air Force Executive Committeeman, Col Kathy Blair; Public Relations Officer, Maj Dayan Araujo; Historian, COL Bob Jackle; Health Services Officer, MG Bob Kasulke; and Sergeant-at-Arms, MAJ Joe Snel.

A quorum being in attendance, the meeting was called to order at 9:00 a.m. by Colonel Williams.

#### **Introductory Remarks**

Colonel Williams opened the meeting with a prayer recited daily by President Truman, followed by the pledge of allegiance.

#### **National Committees**

Colonel Williams reported that due to a couple of resignations from national committees, there was a need to make a few new appointments.

Upon a properly made motion by Captain Austin, seconded by Colonel Sweeney, and upon a unanimous vote, it was resolved to modify the Scholarship Committee by replacing Lieutenant Colonel Tony Atlas with Mrs. Dorothy Williams. It was further resolved to modify the Constitution and Bylaws Committee by replacing Colonel Dave Leta with Colonel Beth Mann, replacing Major Tim Nelson with Colonel Eileen Bonner, and appointing Colonel Bonner as committee chair.

#### **Executive Director Update**

Major General Bockel briefed the committee on the current financial status of the association. Highlights include the May financial report and the balanced budget initiative. He was pleased to report that ROA ended FY2011 with excess revenue over expenses for the first time in many years. The issue of department rebate amounts will be determined at the September ExCom meeting after determining the amount of earnings in the Life Trust. General Bockel pointed out that term rebates would be unaffected.

The nearly \$250,000 attrition penalty resulting from the 2011 National Security Symposium and National Convention has been negotiated to \$0 in exchange for committing to two more major events to be held at the Marriott Wardman Park Hotel in Washington, DC. The first will be the National Security Symposium and National Convention in the summer of 2013. The second must be held within the next five years and plans are that if the 2014 CIOR/CIOMR meeting is held in Washington, that could constitute the second meeting.

General Bockel presented the FY2011 audit. The result was an "unqualified' audit with only minor adjusting entries. ROA's controller and staff did an outstanding job in financial management in FY2011 with great support from the audit team. General Bockel indicated that ROA will continue with Johnson Lambert as auditor for 2012.

Upon a properly made motion by Captain Austin, seconded by Colonel Marin, and upon a unanimous vote, it was resolved to approve the audit as presented.

A revised set of selection criteria for the HJR Scholarship program was presented to the ExCom for approval. After some discussion, it was the sense of the ExCom that the Scholarship Committee needed to make some revisions prior to their approval. Those revisions are to address SAT and ACT scores, as well as the requirement to be enrolled in a four-year college.

The Executive Committee was advised by General Bockel that there are unappropriated Endowment earnings, and his recommendation was to roll these into the principal of the Endowment rather than set it aside in a separate account for future appropriations.

Upon a properly made motion by Captain Austin, seconded by Colonel Marin, and upon a unanimous vote, it was resolved to roll the FY2011 unappropriated Endowment earnings in the amount of \$125,879.70 into the principal of the Endowment Fund.

# **Member Services**

Colonel Will Holahan provided a report recapping all active and ongoing programs within Member Services. The report addressed the income potential of specific programs as well as recruitment activity and results for the last fiscal year. Where applicable, mention was made of this fiscal year and the year-to-date activity within each category of activity.

A conceptual brief was given on Department Consolidation with the Department of Washington serving as the "model" for further activity in other geographical areas. Feedback was positive and additional activity may result.

An update was delivered on the EIN 990 filing process for Departments and Chapters. This was timely as the IRS has begun moving to revoke the tax-exempt status of Departments and Chapters that have not complied with new regulations. An overview of the Life Trust and the ROA

actuaries' professional comment as to the longevity of the Life Trust was presented. Members were updated on all aspects regarding withdrawal options.

# **ROAL Report**

Mrs. Cathy Luke provided an overview on ROAL. Their focus for the year is generating smiles for officers and their families. They are focusing on relationships and working with families in a personal way. They are looking into forming virtual clubs and becoming less dependent on conventions to run their association, including a one-person, one-vote process for elections.

# **REA/ROA Ad Hoc Committee**

Last year the ROA President and REA Executive Director formed a joint ad hoc committee to consider how the two associations could come together to become the premiere military and veteran's association providing a unified voice on Capitol Hill and the Pentagon for all National Guard and Reserve members of the uniformed services of the United States. Three members of that committee, RADM Bob Merrilees, CMSgt Lani Burnett, and MSgt Shane Smith were on hand to present the committee's recommendations.

Upon a properly made motion by Captain Grant, seconded by Lieutenant Colonel Knabe, and upon a vote of 14-1, it was resolved to approve the concept of merging ROA and REA into a new association. It was further resolved that the ad hoc committee will research the way forward and report back to the committee in September.

### **Awards**

Colonel Williams reported the awards board decision the evening prior to induct General David H. Patraeus into the Minuteman Hall of Fame at the next annual meeting. He then presented the nominations for Minuteman of the Year.

Upon a properly made motion by Colonel Sweeney, seconded by Colonel Dungey, and upon a unanimous vote, it was resolved to present the Minuteman of the Year Award to Senator Richard G. Lugar (R-Indiana) at the next annual meeting.

# **Disciplinary Action**

Colonel Marin reported on the findings of the Ad Hoc Inquiry Committee appointed by President Williams. In addition to Colonel Marin, RADM Bob Merrilees, Mr. Bob Feidler and MAJ Pentecost served on the committee. As a result of their inquiry, the committee determined that life member CW4 Rene G. Labonte (member 9900546), has been found guilty of a serious felony by a duly constituted court of law, thus violating the "good conduct" standard. The committee recommended the immediate dismissal of Mr. Labonte for violation of Article B-1, Section 2 of ROA's Bylaws.

Upon recommendation by the Disciplinary Committee, and upon a unanimous vote, it was resolved that the membership of Rene G. Labonte (#9900546) be terminated immediately.

# **Constitution and Bylaws**

Captain Marshall Hanson presented two draft C&B amendments for ExCom endorsement. If endorsed, these amendments would go to the National Convention for approval.

Upon a properly made motion by Captain Austin, seconded by Colonel Dungey, and upon a unanimous vote, it was resolved to endorse the proposed (and amended) Constitution and Bylaws amendment to Article A-7 Section 3, pertaining to a vacancy of the President, should the service section Vice President be unable to serve. The amended section will read: "Should the vice president of the service section be unwilling or unable to fill a presidential vacancy, one of the three service section executive committeemen shall be selected to assume the duties and the powers of the president by a caucus of the elected voting executive committee members of that service section with the advice and consent of the National Executive Committee."

Upon a properly made motion by Captain Austin, seconded by Colonel Dungey, and upon a unanimous vote, it was resolved to endorse the proposed (and amended) Constitution and Bylaws amendment to Article A-8 Section 3, pertaining to a vacancy in the position of the Immediate Past President. The amended section will read: "The vacancy of the immediate past president will be filled by the most recent past president who is willing and able to serve until the next president is sworn into office."

# **Executive Committee Policy Manual**

The national staff presented a revised Executive Committee Policy Manual for approval. Most of the policies were in response to the recent changes in the Constitution and Bylaws.

Upon a properly made motion by Captain Grant, seconded by Colonel Sweeney, and upon a unanimous vote, it was resolved to adopt the Executive Committee Policy Manual as presented (and amended).

Policies that were added to the manual are:

- This policy manual may be amended by a majority vote of the Executive Committee.
- Meeting Notice At least a 30-day notice of any meeting shall be given to each member of the Executive Committee.
- Junior Vice Presidents The junior vice presidents shall, at the time of their installation, be junior officers as defined by their respective services and also be reservists in an active status.
- Term of Office The term of office for appointed officers shall be for the duration of the term of office of the current national president and shall continue until a replacement is appointed.
- Chaplain The chaplain may perform divine and nonsectarian services at any meeting of the Association and shall conduct such ceremonies as may be required.
- Health Services Officer The health services officer shall keep informed through the offices
  of the surgeon generals of the Army, Navy, Air Force and Public Health Service of all
  changes pertaining to administration of the medical and dental departments with respect to
  reserve officers and of policies and procedures relating to dental and disability benefits and
  claims. The health services officer shall serve as a consultant to department health services
  officers regarding dental and disability problems of reserve officers.

- Historian The historian shall cause to be compiled annually from the archives of the Association and from other authentic sources, a narrative history of the Association, its activities and accomplishments. The national historian shall be the principal advisor to the national president on the maintenance of the archives of the Association.
- International Programs Officer The International Programs Officer shall oversee the operations of ROA's international programs, and shall have a detailed knowledge of, and extensive experience and participation with CIOR, CIOMR and UPORFA. Should the need arise, this individual must be able to self-fund international travel in connection with any of these programs.
- Judge Advocate The judge advocate shall be the legal advisor to the national officers, the
  National Council, the National Executive Committee, other national committees and the Association, shall review proposed amendments to department constitutions and bylaws and
  shall bring to the attention of a department any discrepancies in its existing constitution and
  bylaws. The judge advocate may engage outside counsel for specialized legal assistance or
  for litigation, provided there is express budgetary authority for each such engagement.
- Public Relations Officer The public relations officer shall advise and counsel the president and the Executive Committee concerning programs with the objective of broadly publicizing information about national security and the endeavors of the Association with respect thereto.
- Sergeant-at-Arms The sergeant-at-arms shall appoint deputies and will maintain order, control entry to seating in designated areas, and assist with protocol and arrangements at national meetings.
- Treasurer The treasurer shall be the chief financial advisor to the president and advise the
  Executive Committee and president on fiscal policies and management of the financial affairs of the Association; recommend budgetary and fiscal controls and fiscal report formats
  to the Executive Committee; monitor financial operations of the Association; and perform
  such other advisory functions as are incident to the office.
- Rotation The office of president shall be rotated in the following order (1) Army, (2) Naval Services and (3) Air Force, unless the Convention upon nomination from the floor and by a three-fourths vote shall elect a president or president-elect other than the one nominated by the service section concerned, in which event the rotation of the presidency shall be suspended for one year. At the next succeeding convention, the service section whose right to rotation was suspended the preceding year shall be entitled to such rotation right without qualification and regardless of whether a member of that service section was elected to the presidency the preceding year.
- Army and Air Force The Army and Air Force sections shall include the Federal Reserve and the National Guard components.
- Spousal Members A spousal member shall be considered to be a member of the service section of his or her spouse.
- Junior Officers Committee The Junior Officers Committee will have purview over officer candidates (ROTC, OCS, etc.).
- Executive Director The executive director shall be the chief executive officer of the Association and shall be responsible for the management of the Association under the general supervision of the president. The executive director shall employ staff necessary to carry out the work of the Association, define their duties, supervise their performance, fix their com-

pensation within the approved budget, and assign and delegate responsibilities of management.

- Policies As publisher of all official ROA publications, the executive director will approve editorial policies.
- Awards Board The board shall establish overall policies and criteria for awards except to
  the extent criteria are stated in the establishment of the award. The board shall approve
  those who receive awards; however the board may delegate its approval authority to an appropriate individual or entity. When the board delegates authority to approve awards, the
  awards must conform to the board's established criteria.
- Award Materials The executive director shall maintain materials on the awards program, to include a list of awards, who is responsible for approving each award, criteria for awards and procedures to obtain them.
- Extended Membership Status If the annual membership fee is not paid by the end of the month in which due, the member concerned will be continued on the rolls in extended membership status but without right to vote or hold office until (1) the dues payment is made; (2) the member submits a written resignation; or (3) the member is dropped from the rolls after eight months. Dues payments received from extended members shall be credited from the month in which due and the member will be restored to active status as of that date. The chapter and department of the member concerned shall be notified of such actions.
- Honorary Life Memberships The Executive Committee may award not more than five persons each year as honorary life members, with not more than two of those awarded being members of the uniformed services. Selection of honorary life members shall be based upon outstanding service rendered to the cause of national security. Persons eligible for active membership in the Association shall not be eligible to become honorary life members.
- Integration of Compatible Associations The Executive Committee may provide for the integration into ROA of any association whose members are eligible to membership in ROA; accept their assets, including trust funds, and assume the liabilities and obligations of such organization. Term members of that organization may become term members of ROA for existing unexpired terms of membership in that organization without further payment of dues. The Life Trust funds may be consolidated upon an actuarial study of the compatibility and upon consolidation of the two Life Trust funds. At that time a determination will be made as to the Life Membership status that will be conferred on the merger members.
- Section Meetings Sections may have individual meetings at national conventions provided, however, that any action taken by a section to have any force or effect nationally must be approved by a general session of the convention. A quorum of a service section meeting will exist whenever 35 percent or more of departments with accredited delegates are present.
- Time and Place The time and place of each national convention shall be published by the executive committee as nearly as possible to three years in advance.
- Votes In national convention voting, each service section of a department shall be entitled
  to one vote and one additional vote for each 250 members or major fraction thereof in that
  service section. At least one delegate from any service section of a department must be
  present to cast the department's votes at meetings of that service section, but one delegate
  present from a department may cast all of that department's votes at general sessions. For
  purposes of this policy, Association membership on 1 April as determined by national headquarters shall apply.

- Proposed Amendment Submission Any proposed amendment to the Association's constitution or to bylaws shall be submitted to the president and secretary of each department and to each member of the National Council at least 90 days before the opening date of the national convention and the actual language of the proposed amendment shall be provided to the national convention at least 24 hours before it is to be considered for adoption. The Constitution and Bylaws Committee or the convention may amend any proposed amendment provided that the amendment is germane. This policy may be suspended with respect to a single resolution by a two-thirds vote of the Executive Committee.
- Proposed Amendment Filing Proposed amendments to the constitution or bylaws received at ROA Headquarters not less than 30 days before the meeting of the Constitution and Bylaws Committee at a National Council Meeting shall be considered by the committee and submitted to the departments and to the next national convention.
- Publishing Approved resolution procedures will be published and posted on the ROA website.
- Resolution Filing No resolution may be received or acted upon by the Resolutions Committee at any national convention or National Council meeting unless the resolution was filed at national headquarters subsequent to the last national convention or National Council meeting, and not less than 15 days prior to the opening date of the next National Council meeting or national convention.
- Resolutions Not Properly Filed; Immediate Action A resolution which was not properly filed in accordance with Executive Committee policy may not be moved from the floor of the national convention or National Council unless immediate action thereon is necessary. Such a resolution may be adopted only by a two-thirds affirmative vote.

#### Existing policies that were amended are:

- Policy C-4, Section 3: Minutes After each Executive Committee meeting, the executive director shall arrange for a review of minutes and note all policy decisions which shall be added to the Executive Committee Policy Manual. placed on permanent file at ROA headquarters.
- Policy C-5, Section 3 (b): Campaign Guidelines The Executive Committee at their December 2000 meeting approved the following guidelines and directed the Credentials Committee to implement the below listed guidelines for the conduct of election campaigns at ROA national conventions. The following guidelines will govern election campaigning at national meetings.
  - 1. Background In recent years, hotels hosting ROA conventions have complained of damage to hotel property from attaching flyers, banners and stickers to hotel walls, elevators, mirrors, etc.
  - 2. Procedures Commencing at Mid-Winter 2001, the following procedures will govern election campaigning:
    - A. Inserts will be placed in registration packets containing campaign guidelines.
    - B. Campaign guidelines will be announced at the first meeting of all delegates.
    - C. Service Section Vice Presidents will announce campaign guidelines to the service section at the first full meeting of the service sections.
  - 3. Campaign Guidelines
    - A. Banners Size shall not exceed 6 x 4 feet. Location <u>and installation must be coordinated with the exhibits manager</u>. in the registration area only, subject to hotel approval.
    - B. Flyers Size shall not exceed 8½ x 11 inches. Location is limited to the registration area (with coordination of the exhibit manager), ...
- Policy C-8, Section 4 (b) Allow the executive director or Deputy Executive Director to sign for the Employer all IRS & PBGC information returns.
- Policy C-9, Section 2 (d) The National Awards Board will be composed of the following...
   The Deputy Executive Director...

- Policy C-12, Section 3: Committee Funding Only when specifically authorized in writing by the president or the executive director, shall expenditures be authorized for: any committee not specifically funded in the budget process for the fiscal year concerned; any committee meeting during any national meeting; Executive Committee liaison members to attend committee meetings; or committee attendees who are not official members of funded committees as ratified by the Executive Committee. Approved funding the National Council and Executive Committee members are authorized to attend meetings of selected funded national committees to which they are liaison officers.
- Policy C-12, Section 10 (a): Scope ... The guidelines also apply to reimbursement of expenses for non-ROA members when performing activities in support of the president, vice presidents, or junior vice presidents when approved by the president or executive director.
   or National Council Steering Committee ...
- Policy C-12, Section 10(c)1A(1)(a): The Executive Committee holds three paid meetings a
  year, normally early in the months of August, December, and March.
- Policy C-12, Section 10(c)1A(3): Each junior vice president's budget encompasses that junior vice president's own <u>travel</u> expenses in the discharge of his duties. A junior vice president may commission individuals to <u>travel</u> perform duties to support him, and reimburse those persons from his budget.
- Policy C-12, Section 10(c)5C: <u>To be eligible for payment</u>, expense claims must be submitted within 60 30 days of the activity concerned, <u>but no more than 10 days after the month's end (e.g. April expenses by May 10th)</u>. to be eligible for payment.
- Policy C-12, Section 10(d)1B: For long distances, air coach travel is recommended, and discount fares are preferred. An individual may elect to travel by other means, but travel reimbursement, including meals en route, is limited to economy air fare. Baggage fees are reimbursable, but are limited to one bag per person.
- Policy C-12, Section 10(d)1C: ... Personal automobile expenses are reimbursed at a standard mileage rate, which is set by the national headquarters. Parking of personal cars at airports is also reimbursed. Valet parking is not reimbursable. ...
- Policy C-12, Section 10(d)3: Meals ...Meal expenses for other persons sharing accommodations or travelling with that individual are normally not reimbursed. <u>However, in those rare circumstances, reimbursement requests must include the individual(s) name(s) and purpose of the meal.</u> ...
- Policy C-13, Section 2(a): Elected ROA officers must originate requests. As an exception, membership data may be released to candidates for national office. This exception would include department leaders, recent national convention attendees and current registrants for the national convention upon receipt of the candidate's endorsement and approval by the Executive Services Manager. Deputy Executive Director.
- Policy C-13, Section 2(d): Blanket requests to Member Services, such as requests for lists of all members in a department or chapter, should be routed through the appropriate department president or membership chair for approval, <u>state a specific purpose and disavow that</u> the list will be used to benefit another association or political candidate. This, of course, does not apply to the authorized users of the Remote On-Line Membership Reports (ROMR).

- Policy C-13, Section 2: ROA membership data is the exclusive property of our the Association. Under no circumstances will we grant another association be granted access to this data for the purpose of recruiting.
- Policy C-17, Section 2: National Committees The following ROA committees will submit a report quarterly to the president: <u>Communications</u>, <u>Defense Education</u>, Endowment, Membership, <u>Roles and Missions</u>, Strategic Planning, <u>Department and Chapter Development</u>, Health Services <u>Advisory</u>, <u>Homeland Security</u>, Junior Officers, <u>Information Technology</u>, <u>Legislation</u>, <u>Memorial Building</u>, <u>Officer-Candidate</u>, <u>Public Affairs</u>, <u>Publications</u>, <u>Retirement Affairs</u>, <u>Sergeant-at-Arms</u>, and Warrant Officers. <u>An annual report will also be due by 30 November to the Executive Director for inclusion in the annual President's Report.</u> The executive director will ensure that committee recommendations that have practical application are implemented by the national staff and briefed to the Executive Committee. Only the president can grant relief from the requirements of this paragraph.
- Policy C-17, Section 3: <u>ROA Report to Members</u> <u>Annual Report</u> The president and executive director will submit a combined annual progress report ("ROA Report to Members" <u>National President's Report"</u>). <u>The report will cover the fiscal year and will be published as an insert to <u>The Officer</u> magazine.
  </u>
- Policy C-21, Section 7: Time-sensitive Resolutions To be considered at a national meeting, a resolution that is not properly filed must be "time sensitive," i.e., immediate action must be necessary (Constitution, Article A-6, Section 3). . . .

#### Existing policies that were deleted are:

- Policy C-13, Section 2(b): Membership will fulfill label, roster and list requests from department and chapter officers. These requests should be submitted in writing to the director of member services, state a specific purpose and disavow that the list will be used to benefit another association or political candidate.
- Policy C-17: Wall of Gold After 31 December 1999, a \$1,000 contribution would entitle a person's name to be inscribed on the Wall of Gold.
- Policy C-18: STARs Program The Standing Together for America's Reservists (STARs) program is designed to form mutually beneficial relationships with industry that will enable ROA to fulfill its charter and better manage resources in order to gain the highest return for our members. The Executive Director has the authority to manage and adjust the program to meet evolving influences and to ensure flexibility.

# **Future Meeting Dates**

The next Executive Committee meeting will be held September 30-October 1, 2011 in Washington, DC at the Minuteman Memorial Building.

#### **Adjournment**

The meeting was adjourned at 3:40 p.m.

Minutes submitted by MG David Bockel, Executive Director.