

Minutes – January, 2005 (approved as amended April 9, 2005)

VETERANS FOR PEACE Board of Directors Meeting – January 22-23, 2005 Homewood Suites, Irving, TX

8:49 AM - The board convened and heard a progress report by the local arrangements committee for the annual meeting to be held at the University of Dallas in August of this year.

There was considerable discussion, during which it became evident that there is a need for greater involvement of the Board of Directors at every stage of the process.

The report of the convention arrangements committee was accepted.

10:10 AM – The meeting was officially called to order by David Cline.

I. Lincoln Grahlfis reported on the election of new board members, as follows:

As the ballots came in, the national office staff checked the signatures on the envelopes against the master list to confirm eligibility. Then the Election Judges (Lincoln Grahlfis, Don Connors and Sherwood Kerker) eliminated those that were improperly marked. There were 701 valid ballots cast with the following results:

Those elected to the board are:

- Frank Houde 427 votes
- Frank Ackles 386 votes
- Arnold Stieber 377 votes
- Dana Briggs 356 votes

The remaining candidates finished as follows:

- Pat McCann 334 votes
- Bob Heberle 290 votes
- Tim Pluta 259 votes
- Al Dale 224 votes

The report was accepted as read.

The 2005 VFP Board of Directors, consisting of Frank Ackles, Ellen Barfield, Dana Briggs, David Cline, Gene Glazer, Lincoln Grahlfis, Frank Houde, George Johnson, John Kim, Sharon Kufeldt, Ken Mayers, Barry Riesch and Arnold Stieber, was then sworn in. This was followed by self-introductions around the room.

II. Barry Riesch made a preliminary report regarding the duties and responsibilities of board members (attached as Appendix A). Motion was made, seconded and passed that this report be accepted as a preliminary statement of board members' responsibilities and that we all read it over and discuss it with the goal of adopting a definitive statement at the April meeting.

III. Election of officers:

The following officers were elected:

- President David Cline
- Vice-President Sharon Kufeldt
- Secretary Lincoln Grahlfis
- Treasurer Ken Mayers

It was stated by the President that these four officers and the Executive Director constitute the Executive Committee, with the power to act on certain matters, but always subject to challenge by board members.

IV. Minutes of the October board meeting were approved as submitted.

V. At this point the three final candidates for the position of Executive Director were each allotted ten minutes for a statement to the board outlining his qualifications and goals for the organization. Lots were drawn to determine the order of presentation. Arnold Stieber was the first presenter, Elliott Adams was second and Michael

McPhearson was last. John Kim was designated as timekeeper.

VI. At this point a motion was passed closing the meeting for the purpose of considering personnel matters. Specifically, they were to hear and act on the recommendation of the Executive Director Search Committee.

2:30 pm – The board re-convened in open session and the motion was made to authorize President Cline to offer the position of Executive Director to Michael McPhearson and to negotiate with him regarding salary and benefits. The motion carried – 10 aye and 1 abstention.

2:35 pm – Meeting adjourned temporarily for lunch.

3:25 pm – Meeting re-convened.

VII. Executive Director's Report (attached as Appendix B).

[There was no motion to accept this report.]

VIII. Financial Report (attached as Appendix C).

A. Ken Mayers moved that the following process be established for the recognition and management of any project to be called a VFP Special Project (as distinct from a VFP Chapter or Region Project.)

1. A proposal must be submitted to the VFP Board including at least the following elements:

a) A description of the project, its goals and its duration

b) A designated individual to be the contact person for the project

2. An estimated budget for the project, to include anticipated sources of funds.

3. A request that VFP manage the funds for the project if such assistance is desired.

B. If the Board approves the project, it will designate a member of the Board to be Board Liaison for the project. If the Board does not approve, it will furnish an explanation to the submitting entity. If appropriate, the Board may also establish a "sunset" date at which time funds in the project account will revert to the VFP general fund. In this case, solicitation of funds by the project must include disclosure of the sunset provisions.

C. The Board Liaison will maintain communication with the project contact person. One month prior to each regular Board meeting, the Board Liaison will request a project update from the project contact. If no report is forthcoming, funds under VFP management may be frozen until such time as a report is received. Each such project will also submit an annual fiscal report at least one month prior to the January board meeting.

D. Except for "grandfathered" projects, the only projects which will be listed as VFP Special Projects will be those which have undergone this process. Others must be identified as chapter or region projects.

E. "Grandfathered" projects will be required to undergo the approval process no later than the Spring 2005 meeting of the Board in order to be continued as VFP Projects.

F. Motion carried

IX. Doug Zachary reported on his fund-raising activities (attached as Appendix D). He requested extension of his contract with VFP, a Development and Action button on the home page, and space in the newsletter.

Motion was made, seconded and passed that the money raised by Doug Zachary be identified as the Development and Action Fund.

5:20 pm – on a vote of 9 yes, 2 no and 1 abstention, the meeting went into closed session for the purpose of considering Doug Zachary's contract.

6:10 pm – Re-convened in open session

The motion was made, seconded and passed to continue Doug Zachary's employment at \$20 per hour for up to 35 hours a week. It was further specified that he should report to Sharon Kufeldt as contact person for the board.

X. Gabriela Inderwies reported on her activities as Outreach Coordinator

- A. She is currently reorganizing the website.
- B. The newsletter is being produced on schedule.
- C. There is now available a list of 1600 media contacts for news releases etc.
- D. She has been organizing a foundation source book for the purpose of grant writing.
Dana Briggs volunteered to assist Gabriela in the process of grant-writing.

XI. Following a discussion on the subject of dues waiver the following motion was made and seconded:

Moved that in those instances where a member cannot meet the obligation of his or her annual dues, the chapter of which that individual is a member may provide such payment out of chapter funds. However, if chapter funds cannot be made available, or if the member does not belong to an active chapter, that member may request that Veterans For Peace grant a waiver of that individual's annual dues.

Motion passed

XII. Moved that all transactions involving managed funds be assessed a 10% fee, and that this fee will be limited to \$100 for any one transaction.

XIII. The question of possible travel reimbursement for board members was tabled until the next meeting.

XIV. Barry Riesch reported on his investigation of direct mail solicitation for funds. He said that experts in the field had indicated that this method of fundraising did not seem feasible for us at this time. He recommended buying contact lists to contact in telephone solicitation. After some discussion it was decided to leave this matter for possible future consideration but to concentrate our efforts on the work currently being done by Doug Zachary.

7:45 pm – Meeting adjourned until 9:00 am next morning.

9:10 am January 23, 2005: Meeting re-convened.

XV. Dates and locations for the next three meetings of this board were determined as follows:

April 8-10 at Chatham, NY

August 4 at Irving, TX

October 7 or 14 at Seattle, WA

XVI. Sharon Kufeldt reported on chapters in formation (attached as Appendix E).

There are three chapters in formation and one to be approved.

President Cline recommended approval of the charter for Chapter 118 in Salt Lake City, UT

Approval carried.

XVII. After some discussion of the three "in hand" proposals for overhaul of our website and data-base, a motion was made, seconded and passed to appoint a committee consisting of Ken Mayers, Dana Briggs, Arnold Stieber, Sharon Kufeldt and Elliott Adams, to investigate the proposals and, in coordination with the Executive Director, make and implement a decision regarding the proposals, with a ceiling of \$25,000 for the contract.

XVIII. Lincoln Grahfs presented a proposed amendment to the bylaws with reference to the functioning of the Resolutions Committee (attached as Appendix F).

In the ensuing discussion it was recommended that the resolutions committee in any given year take a serious look at the previous year's resolutions and present a package of those which have sufficient continuing impact to merit re-affirmation "en-bloc" at the session in which resolutions are to be considered.

It was moved, seconded and passed that this amendment to the bylaws be presented to the 2005 convention for adoption.

Lincoln Grahfs was appointed to chair this year's resolutions committee and Ellen Barfield volunteered to be a member. Lincoln agreed to contact Ben Chitty and Bob Krzwinski, among others and ask them to serve.

XIX. There was extensive discussion concerning a resolution calling for support of impeaching the president. There was general agreement that such a resolution had been introduced and approved at the 2004 convention and this resolution does not appear in any list of approved resolutions. It was agreed that President Cline would contact the initiator of the resolution and discuss what, if any, action we should pursue at this time.

XX. Other business:

- A. Mention was made of the Kabul orphanage project and the National tour of agent orange victims
- B. The fund-raising committee was reorganized with Dana Briggs to be chairman with Sharon Kufeldt, George Johnson, Barry Riesch and Doug Zachary as members.
- C. It was agreed that the Executive Committee will review the composition of all standing committees and the listing of committees will be revised.
- D. Ken Mayers undertook to confirm with Lee VanderLaan that he no longer desires to serve on the ZOCS Committee.
- E. It was agreed that we should do more to nurture our relationships with veterans' organizations in other countries by creating a standing International Liaison committee. Frank Houde has agreed to coordinate these contacts and creation of an International Liaison committee.
- F. United for Peace and Justice is having an assembly in St Louis, February 19-21. Registration fee is \$100. Motion was made, seconded and passed to have Veterans For Peace pay the registration fees for David Cline and Michael McPhearson.
- G. Plans are being made for events commemorating the second anniversary of the invasion of Iraq on March 19. People are encouraged to participate.
- H. There is a bronze statue being cast, of a couple of men crossing the border into Canada to avoid being drafted into the Viet Nam War. It is planned to have a dedication ceremony in British Columbia on July 4, 2006. A motion was made, seconded and passed to endorse this action and to send a contingent to participate in the ceremony in 2006.
- I. Board members are encouraged to look at the various websites related to the events of 9/11/01, with the view of possibly linking to one or more of them.
- J. Ellen Barfield reported on her attendance as our representative to the United Nations and the School of the Americas Watch.
- K. Barry Riesch presented a plan for "massive civil disobedience" for which a member of his chapter in Minnesota is requesting VFP endorsement. The consensus of the board was that the proposal, in its current form, is too vague for us to take any position. It was suggested that this member come up with a definite plan of action and present it to SOA Watch.
- L. Ellen also provided information about the National Call for Nonviolent Resistance Against the War in Iraq (attached as Appendix G).

Meeting adjourned at 1:23 pm.

Respectfully Submitted

F Lincoln Grahfs, Secretary