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Battle of the Bulge Association Annual Reunion in New Orleans, LA Membership Meeting Minutes* July 30, 2023

Board Present: Madeleine Bryant, Kristen Faller, Kevin Hinkle, Doug Howard, Steve Landry, John Mohor, Barbara Mooneyhan, Craig Stiegemeister and Jim Triesler.

Board members present on the phone: Ken and Gail Larke and Maryann Smith.

Call to Order: President and CEO John Mohor called the meeting to order at 10:10 a.m. CST.

Madeleine Bryant gave the opening invocation and Gerald White, WW2 Veteran, led in the Pledge of Allegiance.

Minutes of last meeting: A motion was made by Steve Landry and seconded by Kristen Faller to accept and approve the minutes from the last meeting.

John Mohor passed around a sheet of paper for each member in attendance to write their name and e-mail address. John gave a brief background about what has been happening the past few months regarding the loss of the fall edition of the Bugle and various financial problems. He clarified that membership dues have increased to \$40 a year for an e-mail copy of the Bugle excepting life members and WWII veterans. John also explained that select board members called approximately 200 veterans to explain about the missing edition of the fall Bugle and to check their status and to get current e-mail addresses if applicable. John also explained about Ms. Audra Yearian resigning her position as editor and the poor transition between her departure and Leon Reed taking over her position. John explained that Leon has had several medical issues recently. He also explained that there will be no summer edition of the Bugle.

Since BOBA is incorporated in Virginia, John appointed Mary Ann Smith as the correspondence coordinator through the remainder of this year, as she is taking care of the mail. She will take any checks to our accountant located near her home. Leon has hired an accountant with his own money to catch up on BOBA's Quick Books. John said the financial records he is presenting are current through June 30th, 2023. Craig Stiegemeier made a motion to amend the one national meeting per year requirement to two national meetings this year and Barbara Mooneyhan seconded the motion. Allen Cleghorn objected. Allen asked if this meeting was a general membership meeting. John replied yes it was. Allen made a point of order citing Robert's Rules of Order and cited Article 6 of the BOBA bylaws regarding a general meeting; Article 3 in which all members have a right to vote in all official meetings; and Article 8 which says chapter members will ensure all chapter agenda is published prior to the meeting. Allen also cited the Federal Tax Code and said all members need to read IRS Form 990/1023 which states all annual meetings will share the ideas of all members.

BOBA has 911 members. Allen asked how many members were present. John replied 106. Allen said more than 700 members were disenfranchised. Someone commented that everyone was invited to the meeting. John said the meeting was announced to all the members. Allen said there were probably several members who couldn't afford to attend the meeting who may have liked a computer connection to the proceedings. He said the same people always attend the meetings. He wants all the members to be involved. He asked why all members are not included. John explained that the plan is to have a discussion and election during November on the first or second Saturday of the month around 2PM which is a good time to include members in Europe and Hawaii. Allen said the organization is not a club. He proposed that Craig retract and/or table the motion he made. Tom Hewlett asked how many members were present in the room. John counted 51 hands. Craig stated that he would not withdraw the motion. BOBA bylaws state that a general membership meeting will take place during a reunion. Craig agreed that BOBA does need a Zoom link like the 87th Infantry Division employs for meetings. Allen agreed with BOBA using a Zoom link like the 87th ID but Allen emphatically stated that our membership meeting was in violation of Article 3 and Article 8 of the BOBA bylaws.

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John verbally presented the agenda because it did not show on the screen, consisting of the opening, pledge, invocation, attendance-signing roster, and a financial report, in addition, cost reduction, membership, candidates for upcoming 2023 election plan, the administration moving forward, some proposed by-law changes and the need for volunteers and any discussion regarding the 80th anniversary tour in Europe.

Craig called for a vote to split the meeting into two national meetings. Thirty-two members voted aye. Four were opposed. It was agreed that the current meeting would be more of a brainstorming meeting, with the general election and a general membership meeting to be held in November. Allen withdrew his objection as he said he got what he wanted.

John said his company, United States Gypsum, can support a meeting of 1000 e-mail users. A back-up Plan B using USG's Employee Resource Group could support a 200-person Zoom call. BOBA will send out information about the meeting and election in October via postcards and e-blasts and will also post information on the BOBA website.

John explained that Mary Ann Smith has been appointed to the finance committee due to her banking background. She is also able to meet with BOBA's accountant, Chris Smith, face-to-face as they live in the same area. She will be running for Treasurer in 2024. Ken Larke will be stepping aside but he and John will remain on the finance committee. Financial statements were shown on screen and Ken explained the numbers over the phone to John who passed Ken's words on to the assembly. The income, gross income, and general operating costs were explained.

A question was asked of how much money is paid to employees and volunteers. John answered that volunteers are paid nothing. The only paid positions are the office manager and the Bugle editor. John discussed printing and mailing costs. John explained that after the loss of the fall Bugle, BOBA paid extra money to track the subsequent Bugle and used a different post office. John explained that the reunion expenses have yet to be filled out on the financial form. John explained the wreath expenses and encouraged members to contribute to the wreath fund.

A bar graph was shown with BOBA yearly trends to date. John also went over BOBA income and expense analysis. BOBA saved \$30,000 by not reprinting the lost Bugle and by Leon taking on both jobs (Bugle Editor and office manager) at a reduced salary. The refunds of mileage will no longer be given.

BOBA printed two editions of the Bugle this year. Commemoration income and expenses are not included in the analysis. John switched to the screen with the average per year expenses by category. A question was asked regarding dues. Ken explained that we were anticipating with the voted increase in membership dues to \$40, we would have taken in an additional \$13,000 in membership dues, which would have allowed us to get past the balanced budget and have an income surplus. In 2021 and 2022, everyone paid their dues, but as of date this year only \$4,000 has been paid in dues. John explained that going forward, all membership dues were voted to be due on January 1st. John went on to say that our office management labor cost was 39% of our yearly income, labor cost of our Bugle editor was 17%. The four produced editions of the Bugle is 26% of our annual budget. John asked if there were any questions regarding the budget. John also asked family members to notify BOBA when a loved one dies so that a printed copy of the Bugle is not sent unless they want to pay the dues and continue the membership and receive the Bugle themselves. John also explained that Leon was unaware of the current BOBA membership numbers, so 1200 editions of the winter Bugle will be printed this year-not realizing that BOBA has only 900 plus members now. John explained that various proposals have been made regarding the Bugle. One proposal is to print only two Bugles each year, one featuring the Commemoration and a second for a combined fall/winter edition. Leon has mentioned selling ads up to two pages or virtual bricks. Ads could be placed in extra spaces throughout the Bugle rather than taking up entire pages.

Membership: Doug's latest numbers reflect there are approximately 911 members. John pointed out several potential members in the room, some from 8th Armored and 7th Armored. He also mentioned the 17th Airborne just folded. Many organizations are dwindling down. John recommended to those present to spread the word at their local chapters to participate in the Bugle at a cost of \$30 postage-paid for one certificate or two certificates for \$40 postage-paid.

Craig asked if BOBA could send e-mail blasts about the reunions with photos. John will ask Betsy. Doug Howard and the membership committee will be working on membership administration in August.

CHAPTER NEWS: John mentioned that the only Chapter President present was Nelson McCloud from South Carolina.

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Allen Cleghorn asked what the plan was with members who are delinquent in paying their dues. John will ask Betsy to access Quickbooks to determine who is delinquent. Allen responded that we need to get them off the rolls and save Bugle costs. John also mentioned that in the transition from Audrey Yearian to Leon Reed, more than one person has been taking photos of checks received to make sure all checks are accounted for.

John stated that there is nothing in the bylaws that requires BOBA to produce four Bugles each year. He also stated that only 2% of membership attend the January commemoration or the European tours, and that most members want to read the Bugle and that is all. John also mentioned that BOBA would never sell our membership list.

John read through the current list of candidates for BOBA Board positions. Under the current bylaws, the president must have served on the board for two years. Nominees include: Steve Landry for President & CEO; Barbara Mooneyhan for Executive Vice President; Andy Waskie for Vice President Chapters; Doug Howard for Vice President Membership; Mary Ann Smith for Treasurer; Gail Larke for Recording Secretary; Craig Stiegemeier and Kristen Fuller for Board at large; Madeleine Bryant for Chaplain; Jim Triesler for Historian and Kevin Hinkle for Vice President of Military Affairs and Veteran Affairs and Liaison.

John agreed to be Chairman of the Board after his Presidential term is over. Alan Cunningham is the outgoing Chairman of the Board after seven years. He opened the floor for further nominations. John asked the Board members present to stand and give a brief biography about themselves. A motion was made to eliminate the role of the Chairman of the Board. Kristen Faller seconded the motion. Mrs. Nelson McCloud asked why the position should be eliminated. John explained that the position was created to help organize the change from VBOB to BOBA—which has been completed—and to assist the incoming president. If there were a tie amongst members of the board, the Chairman of the Board casts the deciding vote. A straw poll was taken with 33 people voting to eliminate the Chairman of the Board position counting one via phone, and 7 people, including two others via phone, voting to keep the position. John said the ayes have it, but a formal vote will occur in November.

John asked for a volunteer to develop a list of proposed bylaw changes based on discussions at the reunion. Steve Landry volunteered. The proposed changes are appended to these minutes.

John stated that BOBA desperately needs volunteers. We also could consider the possibility of not having a reunion next year since deposits have to be made from BOBA's coffers until registrations come in. Tom Hewlett stated that the 87th has had reunions since 1950 and have always used Armed Forces Reunions (AFR) to make all the arrangements. John asked the cost of doing that. The plan for next fall is to hold a reunion in St. Louis. Tom Hewlett and Kristen will explore possibilities for a reunion by September 15th. BOBA wants to pay minimal costs for next year's reunion. A straw poll was taken to determine who still wants reunions held. Over half the room voted to keep holding reunions. Craig mentioned that AFR has a list of hotels in each city with pre-negotiated rates which also allow food and drink to be brought into the hotel for the hospitality room.

Kevin Hinkle gave information about the 80th anniversary European tour to be held in December 2024. He has reached out to multiple tour operators with one criterion in mind—that they do everything so that BOBA is not involved at all. He has settled on two proposals: One being from JPP Holdings (aka DDMTUSA) who was the tour guide for the 75th anniversary, and the other from Knee Deep in History, with a plan to hold the tour from approximately December 10th through December 19th, 2024. Each tour is slightly different but both include events in and around Bastogne. Kevin proposed a group of unbiased people be selected from among the executive leadership to discuss the merits of each proposal and choose the best one. Kevin stated that both proposals are excellent, but time is of the essence as many other organizations will be visiting Europe for the ceremonies. A decision needs to be made within the next 35 to 40 days.

Steve Landry wanted to clarify that BOBA will only be responsible for advertising and will not be liable for anything and Kevin stated that is correct. Steve explained he was asking because he and Barbara had believed the New Orleans reunion would lose money because many financial commitments were made, and it appeared not enough people would attend to cover the costs—though now he believes it will not lose money. But he wanted to make sure if something goes wrong with the 80th European tour, BOBA won't take a hit. Kevin said the two operators are waiting for a yay or nay. John said once the operator is chosen, BOBA's only commitment will be to advertise the operator as the official tour guide for BOBA. A gentleman stood up to give an endorsement for a tour group, Knee Deep in History. He took a WWI tour with that company and was pleased.

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Tom Hewlett stood up to endorse JPP Holding by commenting on the great job they did in 2019 leading the 75th anniversary tour. The 87th will be going on a tour with JP this September and there is room for more people to go.

Barbara Mooneyhan took the floor to discuss housekeeping notes regarding the evening's events, the bus and hard hat tours scheduled for the next day, the raffle drawing to be held after the meeting, hotel parking rate discount, the crosses made by David Hubbard at each table in the hospitality room, and the signing of a card for George Mertz. She also mentioned that one raffle prize would be a free night's stay at the Higgins Hotel. The Higgins Hotel is also giving each veteran in attendance a free night's stay.

John thanked everyone for the honor and opportunity to be BOBA President. He stated it has not been an easy four years, but that he did his best. John also asked how BOBA can plan for an annual Zoom membership meeting. He encouraged all those present to renew their membership. He thanked Barbara for planning the reunion and thanked the 7th Armored Division couple for preparing gift bags for each reunion attendee. He also let everyone know that moving forward, PayPal can be used to register for reunions. John then formally closed the meeting.

Respectfully submitted,

Gail Larke
BOBA Recording Secretary

*Notes were taken by Amanda Mohor at the request of her husband, President John Mohor, to assist BOBA Recording Secretary, Gail Larke, who was physically unable to attend the meeting, edited by Gail Larke following the meeting.

Proposed BOBA Bylaw changes:

Deleted text is shown as strikeouts: ~~abcdef~~

Added text is shown in bold red font: **abcdef**

1. Article 3, Membership shall be changed as follows:

ARTICLE 3: MEMBERSHIP

A. Regular Membership:

1. A person of good moral character and reputation may be designated a Veteran member of The BOBA if said individual was a member of the U. S. Armed Forces and was awarded a campaign battle star for the Ardennes Campaign. All Veteran members of The BOBA per this paragraph are Tier 1 Members ~~and do not pay Supplementary Dues per Article 12.~~
2. Any other person of good moral character and reputation may become a **Tier 2** member, if that individual satisfies one of the following criteria:
 - a. The person is a relative of any member of the United States Armed Forces who served in the Battle of the Bulge as defined in Paragraph A. ~~Such person may elect to become a Tier 2 or Tier 3 Member.~~
 - b. The person is interested in the Battle of the Bulge as an historical event and supports The BOBA's principles to perpetuate the history of that event, honor its participants, and otherwise subscribes to the principles of the BOBA. ~~Such person may elect to become a Tier 2 or Tier 3 Member.~~
3. All members have the right to vote, hold office and enjoy all the privileges of membership.
4. Members in the VBOB will be transferred to the BOBA as Veteran Members **(Tier 1)** and Associates in VBOB will be transferred to the BOBA as Members **(Tier 2).**

- B. Honorary Membership **(Tier 2)**: Honorary membership may be conferred on any individual for outstanding or distinctive service to BOBA. Nomination for honorary membership may be made by a member of the Board of Directors or by a BOBA Chapter president, with the approval of chapter members. The nomination must include adequate description of the service performed as justification for the nomination. An honorary membership may be awarded by a majority vote of the Board of Directors. An honorary member who is not a current member of the organization may neither hold office nor vote on BOBA matters. ~~Such person may elect to become a Tier 2 or Tier 3 Member.~~

C. Membership Tiers:

1. Tier 1: Veteran Members. **Only Tier 1 members will receive a printed and mailed copy of The Bulge Bugle.**
2. Tier 2: Non-Veteran Regular **Members, non-Veteran Lifetime Members,** and Honorary Members ~~who elect to pay Supplemental Dues per Article 12 and receive a hardcopy version of The Bulge Bugle via U.S. Mail.~~ **Tier 2 members will receive an electronic version of The Bulge Bugle by email (if they have provided a valid email address to BOBA) and have access to the current publication on the BOBA webpage.**

3. ~~Tier 3: Non-Veteran Regular and Honorary Members who elect to receive an electronic version (only) of The Bulge Bugle via email and not pay Supplemental Dues per Article 12.~~

2. Article 6, Annual Membership Meeting, shall be changed as follows:

ARTICLE 6: ANNUAL MEMBERSHIP MEETING

There shall be an Annual Membership Meeting, ~~which will usually be part of a reunion.~~ The meeting shall be held for the purpose of holding the election of officers and to carry out any other business. The choice of location is not restricted and usually will consider the availability of local venues of interest to the members including visiting a local military base and tourist attractions. However, the selection process should also consider locations where active chapters either already exist, or where interest in a chapter may be developing. This will allow the BOBA to encourage and support the Chapter and through public relations serve to attract new members to the Chapter. Conditions of climate and National Holidays should be considered when pursuing sites for the Annual Meeting.

3. Article 10, Standing Committees, shall be changed as follows:

ARTICLE 10: STANDING COMMITTEES

- A. The President shall appoint the chairperson of the following standing committee to serve in a specific capacity affecting the operational functions of the BOBA: the ~~Fiscal and Audit~~ **Finance** Committee. The designated chairperson will appoint the members of each standing committee. Appointments are subject to the approval of the Board of Directors.
- B. SPECIAL COMMITTEES shall be appointed by the President when such committees are deemed necessary by the Board of Directors.

4. Article 11, Board of Directors, shall be changed as follows:

ARTICLE 11: BOARD OF DIRECTORS

- A. The Battle of the Bulge Association® shall be managed by a Board of Directors, which shall consist of current elected officers, board members at large, appointed officers, and the ~~Chairman of the Board~~ immediate Past President. If the immediate past president cannot or declines to be on the Board, the President may appoint any other past president to fill the position with his or her consent. The Board of Directors will meet at least five (5) times each year and those meetings will be designated for the year at the first Board of Directors meeting of that year.
 1. The Board of Directors is empowered to act in cases of emergency without prior notice to the membership. Finding of emergency will require a two-third (2/3) vote of the Board of Directors.
 2. Any member in good standing may attend a Board of Directors meeting as an observer. Any member who wishes to address the Board must request such consideration from the President in writing stating the nature of the issue or intent of the member at least 3 days ahead of the meeting, in order to gain placement on the agenda. The President or designee shall respond to such a request as soon as possible.
 3. Only the elected officers, and board members at large, and the **immediate Past President** ~~Chairman of the Board~~ are voting members of the board. The ~~Chairman~~ **immediate Past President** only votes to break ties when they occur.

- B. The Board of Directors may meet in closed Executive Session to discuss matters of discipline or trials, upon adoption of a majority vote of those present and voting. Only members of the Board of Directors may attend a closed Executive Session unless otherwise invited. Minutes recorded in Executive Session must be approved only at a closed session of the Executive Session held for that purpose for reasons of confidentiality. A report of actions taken shall be made to the membership.
- C. Six (6) members of the Board shall constitute a quorum.
- D. **From time to time, if requested, the immediate Past President may represent the current President at ceremonies and events other than formal Board Meetings and the General Membership Meeting.**
- D. Chairman of the Board:
 - a. ~~The immediate past president will have the title of Chairman of the Board. If the immediate past president declines this position or cannot participate as a member of the Board, any prior past president with his or her consent can fill this roll as nominated by the President and voted on by the Board.~~
 - b. ~~The Chairman will facilitate the transfer of power to the new President by acting as the advisor to the new president and assisting him or her in performing any functions that the President assigns to the Chairman to further the needs and purposes of the Organization.~~
 - c. ~~The Chairman will act as the chair of the nominating committee and, with the vote of the entire committee, will present the list of nominees to the President and Board by the June Board Meeting.~~
 - d. ~~The Chairman will assist the Treasurer in managing the financial health of the organization by performing any actions needed to support the Treasurer.~~

5. Article 12, Dues, Assessments and Fees, shall be changed as follows:

ARTICLE 12: DUES, ASSESSMENTS AND FEES

- A. The Board of Directors upon the recommendation of the Fiscal **Finance** Committee shall establish the dollar amount of annual dues for membership, subject to approval of the membership as a whole at the next Annual Membership Meeting.
 - 1. Dues will be based on three **two** membership tiers as defined in Article 3.C above. Tier 1 dues are frozen at \$20 per year in perpetuity, (except for Lifetime Veteran Members who pay no dues). The Fiscal Committee shall establish the dollar amount for ~~Tier 3 Basic Dues and Tier 2 Supplemental Dues, taking into consideration The BOBA operating costs and the supplemental cost of printing and mailing hardcopies of The Bulge Bugle.~~
 - 2. The Vice President for Membership is authorized to diminish any dues or other obligation of any member for reasons that this officer deems good cause. Such a determination shall be made known in writing to the Treasurer.
 - 3. Any additional assessments and fees may be recommended by a majority vote of the Board of Directors subject to approval at the Annual Membership Meeting.

- B. The payment of the annual dues entitles one to membership privileges for a full year ending ~~with the last day of the month of issuance of the membership card~~ **at the end of each calendar year.** Renewal may be made by payment of the annual dues for the year of renewal and payment should be submitted at least forty-five days prior to the date of expiration, which is duly noted on the label of all BOBA mailings. If not paid by the expiration date, there shall be a thirty (30) day grace period to submit renewal dues without assessment of a late-filing renewal fee or other penalty such as loss of office.

1. **NOTE: Tier 2 members may elect to purchase printed copies of The Bulge Bugle from the BOBA Quartermaster (while supplies last) at a price to be set by the Finance Committee.**

Any member or associate in the VBOB will have his membership transferred to the BOBA with the same term and expiration date of their membership in VBOB. Life members in VBOB will maintain their life membership in BOBA.