

# Mormon Battalion Association

## Minutes – Board of Directors Meeting

11:00 AM, Friday, 25 July 2014

LTC Max Jamison Residence, 2854 N. Augusta Drive  
Lehi, UT 84043

The Mormon Battalion Association Board of Directors meets at least once a year at a time and place of their mutual agreement.

**Board of Directors Attendance:** The minimum quorum was present: Edwin N. Kimball (Chairman), Ryan Church (Director), James L. Waite (Director), LTC Max W. Jamison (President), COL Carl V. Larson (Vice President). Excused: Greg Christofferson (Director), D. Guy Dickson (Director), Hugh S. Gregson (Director), Ashley J. Hall (Director), S. Dennis Holland (Director). Temporary Leave of Absence: Al Matheson (Director).

**Leadership Attendance:** Margaret Larson (Membership Officer). Excused: COL Jerome G. Gourley (Battalion Commander's Chief Advisor).

**Welcome / Call to Order / Recognize Guests / Administrative Items** **LTC Max W. Jamison**

Distributed copies of organizational charts and tables of Mormon Battalion Association. Posted copies of *Articles of Incorporation, Bylaws, and General Handbook* on conference table for reference.

**Invocation** **James L. Waite**

### Review of Minutes of 19 June 2014 Meeting

Correction to "Swearing in of Board Members:"

...I will bear true allegiance to the ~~United States of America~~ **Mormon Battalion Association**...

Correction to "Preparations for Elections in August 2014:"

**Board members** **Directors** will stand for election for ~~one, two, or three years~~ **in overlapping three year terms in 2015, 2016, and 2017**, and the **Battalion Commander** and **Battalion Executive Officer** will stand for election for two years **in 2014**.

### Action Item Review

#### **Leadership:**

- All: Recruit civic and community leaders to serve on our new **Board of Directors**. *See General Business, Board Membership.*
- All: Find viable candidates to run for office of **Battalion Commander** and **Battalion Executive Officer** in August 2014. **Board Members** will stand for election for one, two, or three years, and candidates for **Battalion Commander** and **Battalion Executive Officer** will stand for election for two years.
- COL Larson: Report on Margaret's distribution of *Membership Forms* to current and former members. Those who submit valid signed forms will be eligible to vote and run for office in the elections.

#### **Reconfirm our Charge from President McKay:**

- COL Gourley: Contact Elder D. Todd Christofferson to ask if we have fulfilled President Young's prophesy and President McKay's charges. If so, do we have permission to disband? If not, will they render some sort of support or endorsement to help us continue our charges? Are we to fund traveling good will representatives, or are we to build local service units "in place" all over the world? *See Inspirational Thought below.*

**Finances:**

- Edwin Kimball and LTC Jamison: Meet to set up QuickBooks and create a Battalion financial network similar to that of the LDS Church.
- All: Recruit and vet a new **Chief Finance Officer**, preferably a CPA already familiar with QuickBooks.
- Edwin Kimball and James Waite: Recruit CPAs in their local communities to serve as volunteer Inspector(s) General who will carry out a confidential but intensive financial audit of the Battalion and all of its local units over the past 13 years, and then to carry out regular change of command and "spot" audits.

**Headquarters Building:**

- Edwin Kimball: Revisit locating Mormon Battalion Headquarters and Museum at This Is the Place Heritage Park.

**Annual Symposia:**

- James Waite: Help set up 2015 symposium, including continued youth essay contest and adult academic papers.  
*[insert report]*

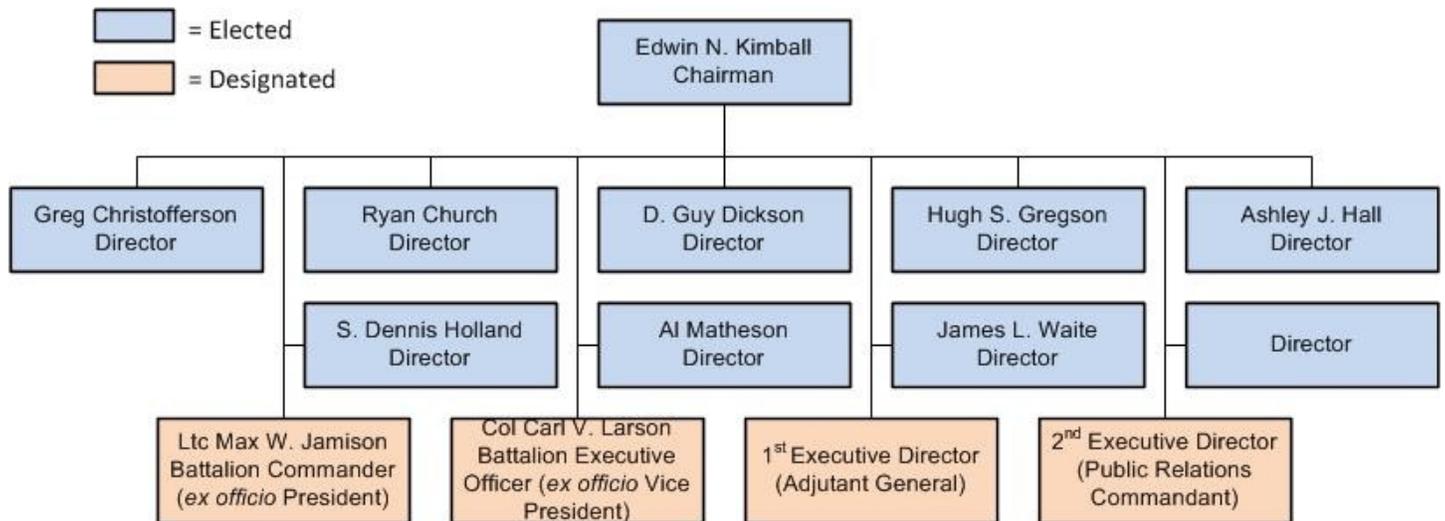
**General Business**

- **Board Membership:** Greg Christofferson of Lockhart, Texas and Ryan Church of South Jordan, Utah have accepted the call to serve on our Board of Directors. Our Board membership now comprises:

- Chairman:** Edwin N. Kimball, Sandy, UT
- Director:** Greg Christofferson, Lockhart, TX (moving to Utah)
- Director:** Ryan Church, South Jordan, UT
- Director:** D. Guy Dickson, Irvine, CA
- Director:** Hugh S. Gregson, Orem, UT
- Director:** Ashley J. Hall (BG retired), Las Vegas, NV
- Director:** S. Dennis Holland, Placerville, CA
- Director:** Al Matheson (COL retired), Hurricane and Cedar City, UT
- Director:** James L. Waite (CDR retired), Nibley, UT
- Director:** [TBD]
- President (Battalion Commander):** LTC Max W. Jamison

# Mormon Battalion Association

## Board of Directors



**Vice President (Battalion Executive Officer):** COL Carl V. Larson

**1<sup>st</sup> Executive Director:** [TBD]

**2<sup>nd</sup> Executive Director:** [TBD]

LTC Jamison recommended Board assign special oversight duties to individual members. LTC Jamison nominated COL Jerome Gourley to be appointed nonvoting Executive Secretary to the Board. *No vote. Mr. Waite suggested LTC Jamison and COL Larson may not be released as Command Officers if no viable replacements are found.*

• **Swearing in of New Board Members:**

James Waite (Director) administered the oath of office to Ryan Church (Director). Directors Greg Christofferson, Hugh S. Gregson, D. Guy Dickson, Dennis Holland, and Al Matheson to be sworn in at later date.

**New Business**

**(Open to Floor)**

• **Financial Arrangements with Local Units (LTC Jamison):** In December 2010, we asked Steven L. Rinehart, our newly appointed Judge Advocate General, a federal patent attorney, intellectual property rights expert, and radio legal advice show host, to assess the challenges of our implementing new technology, marketing new products, and starting new projects. *His response was a stark warning!* In private discussions with the Executive Staff, and then in a general meeting of the membership on 19 March 2011, he pointedly warned us to waste no time in complying with a number of Utah State and IRS tax regulations, as our changes would raise our tax audit “visibility.” In particular, he warned us that the IRS was actively decertifying many loosely held 501(c)(3) non-profit corporations such as ours for failing two critical tests:

- 1) *centralized membership records* – maintain and document *leadership and membership roles and activities* for all units.
- 2) *unified financial accounting* – maintain and document positive control of all assets, income, and disbursements through a *single, centrally managed banking and accounting system*.

After receiving this clear admonition, the Executive Staff worked tirelessly for many hundreds of hours bringing the Association into compliance with these two tests. We started by updating our *Articles of Incorporation* and *Bylaws*, and then added a new *General Handbook* and *Policy Manual*. COL Gourley sent all local unit leaders three different letters on 25 February 2011, 22 November 2011, and 27 January 2012 stressing the urgency of complying with federal law and advising them that, if they would transfer their funds to the Main Battalion Operating Checking account and submit an *Annual Budget Request Form*, we would make sure they had sufficient operating monies and reimburse them for their expenses. *They would lose nothing in coming into compliance with the law!* All they had to do was “return and report.”

Several of our distant local units decided to honorably separate into independent, affiliated organizations. We have continued a friendly relationship with them. But the leaders of one of our local units misunderstood the intent of COL Gourley’s letters, became very petulant, adamantly and obdurately refusing to comply. Not realizing that the *entire* Executive Staff had made the decision, they filed a grossly inaccurate petition demanding the removal of Mr. Rinehart and myself from both our leadership positions and membership in the Battalion. It was understandably not hard for the Executive Staff to see through their false accusations. When their takeover attempt failed, they seceded and formed a new competing organization, raiding uninformed and impressionable members of our Association. And, rather than surrendering the unreported assets, income, and records they received and maintained in behalf of the Battalion upon their separation, they concealed and embezzled them. To date, we have taken no legal action against them, hoping that they will eventually repent and return to the fold. Sadly, their falsifications infected some of our loyal members.

Fast forward three years.... We recently had two local unit leaders request special reimbursement from the Battalion for their expenses. One, living on a small fixed income, requested several hundred dollars reimbursement for personal out of pocket expenses, including considerable mileage to present Battalion Eagle Scout slides. While there is nothing wrong with such stipends, it has been traditional for our members to donate their personal expenses, frequently at considerable cost. Per direction from the Executive Staff, I sent him the following response with a partial reimbursement check:

Please understand that the IRS requires us to keep accurate records. You will need to deduct this nontaxable stipend from the contributions you claim on your tax return for the Mormon Battalion Association.

Reimbursement ...is conditional on your submission of a completed copy of the attached *Annual Budget Request Form*.... If your completed *Annual Budget Request Form* for the year 2014 is not received by 1 August, this check will be final payment.

The second local leader honestly believes that the Battalion "owes" local units money for memorabilia they sell in our behalf, that the extra donations they receive in behalf of the Battalion are their exclusive property, and that they are "paying double" when they turn in old accumulated donations with new donations. He apparently does not comprehend the basics of unified financial accounting, where all funds are held in common. Below is the response I sent him:

As Steve Reinhart explained to us three years ago, the IRS requires us to centrally manage all of our funds. In other words, ALL Mormon Battalion Association funds HAVE to belong to a common Battalion "kitty." We ALL share in the common income and expenses. There is no "mine and yours." Everyone pays in, and the Executive Staff apportions funds out to each local unit according to its needs. Like tithing and fast offerings paid to Church headquarters, the dues paid by the whole organization should cover local needs....

We need to understand the following bookkeeping concepts and practices:

- *We are a single international organization* analogous to the LDS Church, where all donations are turned in to the headquarters, and then redivided to local units so each has "sufficient for their needs." We need to differentiate between "needs" and "wants." It's all one big pot shared per annual budget requests and the decisions of the Executive Staff.
- *It is illegal for local units to fail or refuse to report income and expenses, including holding back extra donations ("tips").* Donations received by local units are not their exclusive property. The law requires us maintain central control of all funds and account for every dime we receive. It IS legal for local units to "get money back," i.e., request funds as often as needed.
- *The Executive Staff does not "owe" local units money, nor will it let them "go bankrupt."* As wise stewards, local unit leaders should know how much money they need to keep on hand for local expenses. It is a wasteful practice to hoard large unused balances in local bank accounts. The Executive Staff apportions funds according to need in a timely and equitable manner. If local units plan ahead and turn in annual budget requests, they should always have "sufficient for their needs."
- *There is a difference between gross income and net profit.* Gross income minus expenses equals net profit. We use donations to cover expenses like new slides and operating expenses.
- *Eagle Kit managers do not "own" and "pay" for items.* Eagle Kits are simply pre-positioned warehousing, where Kit managers act as Battalion agents, turning in receipts and replenishing their inventory as needed. The Executive Staff and Kit manager negotiate how much inventory is required in each Kit. Local units do not own inventory; the entire Battalion does. Only recipients actually "buy" slides.
- *There is no such thing as "paying double."* All donations should be forwarded in a timely fashion. Turning in old accumulated balances has nothing to do with requesting products. Products can be ordered by Eagle Kit managers whenever needed.

I request the Board create a financial policy statement in accordance with Sections 7.01 and 7.02 of our *Articles of Incorporation* and Article IX of our *Bylaws*.

### Projected Action Items

#### **Leadership:**

- All: Recruit civic and community leaders to serve on our new **Board of Directors**. *See General Business, Board Membership above.*
- All: Find viable candidates to run for offices of **Battalion Commander** (*ex officio* **President of Board**) and **Battalion Executive Officer** (*ex officio* **Vice President of Board**) in August 2014, who will stand for election for two years. Deadlines:
  - ASAP – James Waite: Create draft of cover letter to send to all current and former members.
  - 15 August – LTC Jamison and Margaret Larson: Create and send cover letter, *Membership Forms*, and *Nomination Forms* to all current and former members.
  - 28 August – Deadline for members of the Mormon Battalion Association™ in good standing to submit a completed, signed, and dated *Membership Form* to be eligible to cast *one* vote in the September Battalion-level general elections. *Also* deadline for properly registered members of the Mormon Battalion Association™ to submit a completed *Nomination Form* recommending other properly registered members in good standing for election to the offices of **Battalion Commander** (*ex officio* **President of Board**) and **Battalion Executive Officer** (*ex officio* **Vice President of Board**).
  - 29 August Board Meeting – Board: Validate returned signed *Membership Forms* and nominations. Decide which **Directors** will stand for election to three year terms in 2015, 2016, and 2017.
  - 15 September – Board: Deadline for Board of Directors to mail *Official Ballots* to members registered by 15 August.
  - 1 October – Deadline for receipt of completed *Official Ballots* by Board of Directors.
  - 18 October– Board: Count ballots prior to, and announce winners during our Annual Business Meeting. election results. Officers will be sworn in at that meeting or as soon as possible thereafter to serve two years from October 2014 through October 2016.
- Edwin Kimball: Coordinate special oversight duties among Directors.

#### **Reconfirm our Charge from President McKay:**

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#### **Finances:**

- Edwin Kimball and LTC Jamison: Meet to set up QuickBooks and create a Battalion financial network similar to that of the LDS Church.
- All: Recruit and vet a new **Chief Finance Officer**, preferably a CPA already familiar with QuickBooks.
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- All: Create a financial policy statement in accordance with Sections 7.01 and 7.02 of our *Articles of Incorporation* and Article IX of our *Bylaws*.
- LTC Jamison: Investigate 501(c)(3) Golden Stamp rate with US Post Office.

#### **Headquarters Building:**

- Edwin Kimball: Revisit locating Mormon Battalion Headquarters and Museum at This Is the Place Heritage Park.

## Annual Symposia:

□James Waite: Help set up 2015 symposium, including continued youth essay contest and adult academic papers.

## Closing Remarks

Edwin Kimball

## Inspirational Thought

LTC Max W. Jamison

In the late 1940s, David O. McKay, President of The Church of Jesus Christ of Latter-day Saints (nicknamed the “Mormons”) sought to emulate the structural theme, esprit de corps, ideals, and pioneering skills of the original Mormon Battalion when he asked his personal friend Fred M. Reese to form our quasi-military Battalion. On 21 April 1961, COL Reese sent a report to President McKay analyzing the four charges given him at the 1956 dedication of the Jefferson Hunt monument in their dear Huntsville. We need to pause and analyze how well we are doing 58 years later:

“First: To enable our present day members to do genealogy and research work to find out if the families of the original group are still active and if not, report it to the missionary workers in each community.” How does our work to transcribe and share journals on our website and do historical research help hold the original Battalion in honorable remembrance and teach the heritage they left us? How can we best draw their 1.9 million descendants – and all mankind – closer to the ideals of fellowship, brotherhood, and service espoused by the original Battalion?

“Second: To locate their graves and report same to authorities and to see that they are properly marked and given proper recognition.” How close are we to memorializing the graves of every member of the original Battalion? How are we progressing? Are there any new tools we can use to help this process?

“Third: To continue to carry on these very fine good will trips throughout the country, doing missionary work and creating good will toward our people and state. And in our field we will be doing as fine a job as the Great Tabernacle Choir is doing in their field.” How do we both travel extensively and build local service units "in place" to lift souls in our communities, our nations, and our world? How do we best work with other organizations like the Boy Scouts to help build future worldwide leaders?

“Fourth: Always conduct ourselves as Latter Day Saints.” How do members of the Mormon Battalion Association – both LDS and non-LDS – become modern “saints,” emulating the service the original Battalion gave to their communities, and adding our own legacy for future generations?

## Benediction

LTC Max W. Jamison

## Next Board of Directors Meeting:

11:00 AM-1:00 PM, Friday, 29 August 2014  
Residence of LTC Max W. Jamison  
2854 N. Augusta Drive  
Lehi, UT 84043