

Mormon Battalion Association

Draft Minutes – Board of Directors Annual Meeting 7:00 PM, Thursday, 12 December 2019 through 19 December 2019 via GoToMeeting.com and subsequent Electronic Ballot

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 following voting members were present during part or all of our electronic meeting on 12 December 2019: Edwin N. Kimball (Chair), James L. Waite (Vice Chair), BG Ashley Hall (Director), and LTC Max W. Jamison (President).

The following voting members were excused: D. Guy Dickson, S. Dennis Holland, and COL Al Matheson (Directors), and COL Carl V. Larson (Vice President).

The following nonvoting member was present: COL Jerome G. Gourley (Board Executive Secretary).

Battalion Leadership Attendance: The following were present: MAJ Laura Anderson (Senior Historian) and CPT Thomas Griggs (Commander, Eastern Idaho Squad).

Battalion Membership Attendance: David T. Day and Ronald P. Kirkpatrick.

The following voting members subsequently cast electronic ballots confirming these minutes: Edwin N. Kimball (Chair), James L. Waite (Vice Chair), Greg Christofferson, D. Guy Dickson, BG Ashley Hall, S. Dennis Holland, COL Al Matheson (Directors), and LTC Max W. Jamison (President).

Welcome / Call to Order / Recognize Guests / Administrative Items

Ltc Max W. Jamison

Invocation:

General Business:

1. Implications of LTC Jamison Remarrying – LTC Jamison married Elizabeth Ann Matteson on 24 October 2019. While currently living separately in Orem, Utah and Toledo, Ohio, they plan to liquidate their holdings and establish a new home, most likely near her daughter in Centerton, Arkansas and the recently announced Bentonville Arkansas Temple. On 12 October, he advised the Board of the following delegation of authority, and advised the Battalion Leadership in the regular 17 October Leadership Meeting:

- Accouterments have been transferred to MAJ Halford in Farmington, Utah.
- Quartermaster Store has been transferred to CPT Griggs in Idaho Falls, Idaho, who has set up tax free status there. All mail is being forwarded to him on a weekly basis.
- Battalion Library to be transferred to MAJ Anderson in Tooele, Utah, who will assess for digitizing and hosting on our new website. Ltc Jamison and Maj Anderson will inventory and donate hard copies to BYU, Bancroft Library, or Great Basin Community College in Elko, NV.
- Duplicate debit cards have been issued for CPT Griggs for easier payment of shipping materials.
- LTC Jamison will continue, remotely if necessary, as Battalion Commander until released, but will continue to actively serve the Battalion as Webmaster and any other functions requested.

2. Elimination of Oath of Membership and Amendment of Swearing In Oath – Our Oath of Membership reads:

Oath of Membership (patterned after that of the original Mormon Battalion): I, _____, do solemnly swear, or affirm (as the case may be), that I will bear true allegiance to the Mormon Battalion Association,TM and that I will serve it honestly and faithfully against all enemies or opposers whatsoever; and observe and obey the orders of the Battalion Commander and the orders of the officers appointed over me, according to the Rules, *Bylaws*, and

Articles of Incorporation for the government of the Mormon Battalion Association,TM complying with all applicable laws and the *Utah Nonprofits Association (UNA) Standards of Ethics*.

MAJ Anderson recommended we eliminate the phrase "against all enemies or opposers whatsoever; and observe and obey the orders of the Battalion Commander and the orders of the officers appointed over me" from our Oath of Membership, as it might offend potential members. It was noted that our Swearing In Oath is almost identical, and similar patriotic and heritage organizations have no Oath of Membership, but only a Swearing In Oath for their Board of Directors and officers. We also agreed that it is unnecessary to swear compliance with the *Utah Nonprofits Association (UNA) Standards of Ethics*, as there is sufficient mention of them in our *Articles of Incorporation* and *Bylaws*. We therefore agreed to entirely eliminate our Oath of Membership, and to amend our Swearing In Oath to read as follows:

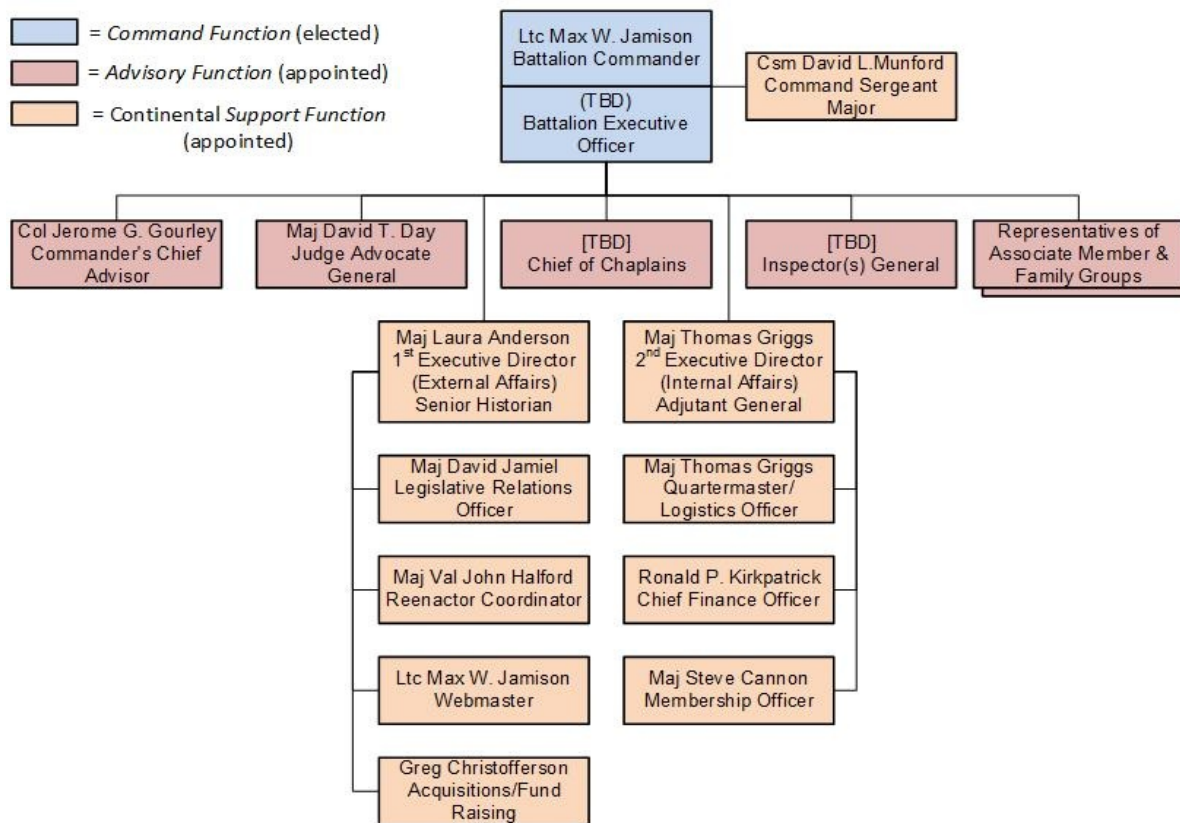
Will the member please stand, raise your right hand and repeat this pledge?

I, _____, do solemnly swear or affirm that I will bear true allegiance to the Mormon Battalion Association,TM and that I will serve it honestly and faithfully according to the Rules, *Bylaws*, and *Articles of Incorporation* of the government of the Association, complying with all applicable laws as [*office to which the person is being sworn*].

You are now officially [*a member of the Board of Directors/the office to which sworn*]. Congratulations and best wishes!

3. Restructuring of Battalion Executive Staff – With the advice and consent of the Board, LTC Jamison is restructuring the Battalion Executive Staff as follows, with all new officers to be sworn in as soon as possible:

Mormon Battalion Association Battalion Executive Staff

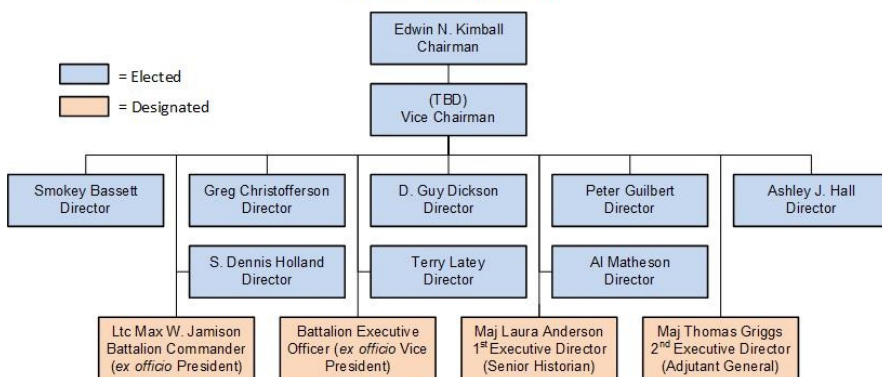


- **Battalion Executive Officer** on the Executive Staff and **Vice President of the Board of Directors** (existing position) – Release COL Carl V. Larson from this position with a vote of thanks, per his long term request. The Battalion Commander will continue seeking a new Battalion Executive Officer whom he can train as *President Pro Tempore* with the potential to replace himself.
- **1st Executive Director (External Affairs) Senior Historian** on the Executive Staff and Board of Directors (existing position currently vacant) – Retitle 2nd Executive Director (External Affairs) Public Relations Commandant, and fill this vacancy with MAJ Laura Anderson. She will work closely with like minded historical research organizations and groups. This position is a designated *ex officio* (secondary duty) member of the Board.
- **2nd Executive Director (Internal Affairs) Adjutant General** on the Executive Staff and Board of Directors (existing position currently vacant) – Retitle 1st Executive Director (Internal Affairs) Adjutant General, and fill this vacancy with CPT Thomas Griggs, currently Commander of the Eastern Idaho Squad, Utah North Platoon, HHC Company. He will be promoted to the honorary rank of Major, and also function as the subordinate **Quartermaster/Logistics Officer**. His duties will analogous to a military Adjutant General, i.e., "responsible for providing personnel support that affects Soldiers' overall welfare and well-being, while assisting commanders by accounting for and keeping Soldiers combat-ready." This position is a designated *ex officio* (secondary duty) member of the Board. He will continue as **Eastern Idaho Squad Commander** until we can find a replacement.
- **Judge Advocate General** on the Executive Staff (existing position) – Release Steven L. Rinehart with a vote of thanks. He has been unable to perform his function for several two years due to other pressing activities. He will be replaced by David T. Day, a Senior Attorney in Salt Lake City who recently joined the Battalion, and will be given the honorary rank of Major.
- **Finance Officer** on the Executive Staff (existing position) – Release CPT Todd Crappa with a vote of thanks. He has been unable to perform his function for over two years due to family health issues. He will be replaced by Ronald P. Kirkpatrick, a CPA from Albuquerque, NM. He has declined, but has the option to later accept, the honorary rank of Major.
- **Membership Officer** on the Executive Staff (existing position) – Release Margaret Larson with a vote of thanks per her long term request. She will be replaced by CPT Steve Cannon, a faithful member of our Eastern Idaho Company to this position, who will be given the honorary rank of Major.
- **Reenactor Coordinator** on the Executive Staff (new position) – Transfer MAJ Val John Halford from his current position as Quartermaster/Logistics Officer. He is well suited for this task, as he is an avid reenactor who has represented us for many years.
- **Acquisitions/Fund Raising Officer** on the Executive Staff (new position) – Offer this new position to Greg Christofferson with the honorary rank of Major, while continuing him as a member of the Board.
- **Legislative Relations Officer** on the Executive Staff (new position) – Offer this new position to SGT David Jamiel, our Colorado Squad Commander, with the honorary rank of Major. This individual will represent the Battalion in our efforts to get the Mormon Battalion Trail recognized as a National Historic Trail.

4. Changes to Board of Directors – Honored the longstanding request from COL Carl V. Larson that he be released from his duties as Battalion Executive Officer.

Mormon Battalion Association

Board of Directors



Released James L. Waite from the Board and Battalion with a vote of thanks. Released CPT Todd Crappa with a vote of thanks. We discussed our four elected vacancies, and our designated *ex officio* (secondary duty) Battalion Executive Officer vacancy. Your nominations are welcome. Subsequent to our 12 December meeting, LTC Jamison and MAJ Anderson nominated Peter Guilbert and Smokey Bassett, members of the Battalion who are long time reenactors and our advocates in Northern California, and Terry

Latey, a long time Battalion research associate of MAJ Anderson's in Omaha, Nebraska. They are all willing to serve.

We have intentionally recruited outsiders familiar with the original Battalion to our Boards of Directors to bring new leadership skills and management expertise to the Battalion complementing our four designated Executive Staff members. It is our intent that the outsiders always be able to overrule our designated members. Such a recruiting policy is a two edged sword: If we "pack the Board" with outsiders, they frequently cannot dedicate sufficient time to our cause; and there is a potential for occasional conflict of interest requiring recusal if they also serve on our Executive Staff. CPT Todd Crappa did both, and if he accepts our proffered position as Acquisitions/Fund Raising Officer, Greg Christofferson would also.

5. New Website – On 15 August 2019, the Executive Staff authorized LTC Jamison to hire professional web designer Aspen Anderson to redesign website implementing Dan Roper's Release 4.0 template. Ms. Anderson, MAJ Laura Anderson, and LTC Jamison held initial discussions and signed a contract on 5 October for an initial outlay 40 hours work for \$1,000. Ms. Anderson, MAJ Anderson, Dan Roper, and LTC Jamison held a detailed design review on 19 October. While some design issues have come up which may cause a minor cost overrun, they have already begun posting information to the framework and plan to have the website up and running before the end of the year.

6. Preparation of IRS Form 1023 – The Executive Staff has contracted with Gary Lunt, CPA for \$250.00 to prepare and submit an IRS Form 1023. While this is retroactive, it is important that we get it done as quickly as possible so donors do not lose their tax deductions. With help from Mr. Kirkpatrick, our new Finance Officer, LTC Jamison will submit a spreadsheet to Mr. Lunt summarizing our 2018-2019 expenses. Mr. Kirkpatrick will prepare future annual forms as our Finance Officer.

7. Transfer of \$5,000 from Arts Fund to Historical Research Fund – With the consent of our anonymous donor of the two funds, the Board approved transfer of \$5,000 from the Arts Fund to the Historical Research Fund. This will bring us to \$1,752.57 in the former and \$6,348.17 in the latter.

8. Designated Donations – We discussed procedures for making donations to the Battalion with designation for their use, such as reimbursement stipends for Battalion travel. Mr. Kirkpatrick said that there should be no problem with this as long as the recipient keeps receipts.

9. Stipend to Help MAJ Anderson with Recovery of Battalion Data on Computer – Maj Anderson has so overwhelmed two different laptop computers with Battalion data that they have both crashed, each time costing her over \$1,500 to replace them. She requested a stipend of about \$1,000 to help offset her most recent costs. She is separating her data into a different drive from her operating system and backing it up to an external drive. We need to help her help us. Ultimately, we need to give her and like historians the ability to safely store their research data on our web based drive.

Benediction / Adjournment

COL Jerome Gourley

Next Executive Staff Meeting:

To Be Determined by Board