

## Executive Council Meeting - 7 January 1990

Executive Council Members \* indicates attendance at this meeting

Roger Gould - President \*  
Mike Law - Executive Director \*  
Greg Ross - Vice President \*  
Paul Uster - Senior Member At Large \*  
Gary Slaughter - Midterm Member At Large \*  
Ron Wright - Junior Member At Large \*

Other attendees - Larry Boles, HAI 1990 Reunion Committee Chairman

## PURPOSE OF MEETING and AGENDA

This meeting was scheduled during the 5 November Council meeting. At Roger's request, Ron sent a letter inviting Larry to participate in this meeting. The agenda was mailed to the Executive Council via a Dec 21 letter from the Executive Director. The primary purposes of the meeting were to review final preparations for "The Gathering" (the 1990 HAI Reunion) and to review several time critical items. The meeting was a conference call and began at 5 p.m. Central.

## BUSINESS CONDUCTED - AGENDA ITEMS

0.) There was a little confusion at the beginning of the call because Paul and Larry were not connected. While this was being corrected we discussed the checks for the VHPA logo copyright and partially discussed the disposition of outdated VHPA T-shirts. These items will be documented below in the order they were outlined in the agenda.

1.) Roger stated that there were lots of good things to reports about "The Gathering" but first he wanted Larry provided a general status. Larry stated that the suite, catering, bar and bartender, etc had been arranged and that Roger had a copy of the contract. He said hotel rooms can be obtained in the Dallas area but not at the \$105 rate quoted by the official hotel. He said he has 4 containers of VHPA flags and banners. The booth (normal cost about \$200) can be free to VHPA if Roger writes a letter to HAI. At this point Roger announced that Frank Jensen, the HAI President, has offered VHPA a complimentary Affiliate Membership (which would give us a booth), a complimentary registration (normal cost \$500), and a invitation to attend the HAI "Roundtable" on Friday evening. Roger checked with both Larry Clark and Bill Ringer concerning this offer and was told that this is exactly what they (and other VHPAers) have desired for some time now and that it can be nothing but good for VHPA. Roger noted that there is no reciprocal membership requirements, no dues required, that nothing is "required" of VHPA and is for perpetuity. Roger said that apparently HAI has now recognized that VHPA is an important and successful concern. Roger said that staffing the booth might be an issue especially since Larry Boles now has a commitment that prevents his attendance. Roger went on to say that he estimates his total cost to be about \$500 including a \$181 Southwest flight, hotel, etc; that he would not expense his meals. Roger said Gary is willing and able to attend

and estimated Gary's gas, hotel, etc expenses at \$250. Roger went on to say that Saft has contributed \$500 to VHPA for this Reunion, that he is working with Bill Ringer to present VHPA's case to a McDonald Douglas committee on the 12th of this month concerning an award of \$1,000, but that our Bell Helicopter contacts could not obtain a contribution. The food costs \$1,066 to feed 100 and the estimated attendance is 300. Roger estimated the total cost to VHPA would be \$3,000 and said the only firm income we can currently count on is the Saft \$500. After some discussion, three motions were approved by the Council: (A) That VHPA accept the affiliate membership in HAI. Roger then read a letter he drafted to HAI accepting this and mentioned the booth and the "Roundtable". (B) That Roger's expenses up to \$500 would be covered, that he should attend the "Roundtable" and that he should report back to the Council with a recommendation on whether VHPA should attend future "Roundtables". (C) That Gary's expenses up to \$250 would be covered. Gary will also bring the VHPA flags, etc plus any supplies not needed back for use at the New Orleans Reunion. Gary asked that Mike have PAI send 25 more Directories and 100 information fliers to him for use at HAI. We also agreed that if the Chicago T-shirts have not been sold by the 20th, 100 would be shipped to HAI and sold for \$5 each. Concerning the VHPA Cobra, Roger announced that Mike McDonald is having a wooden combination carrier case and presentation stand made, that the President's name plates have been removed (because there was not enough room on the base for everyone's name), and that the brass description plaque would be attached. Roger asked if there were any objections to these actions; none were voiced. Concerning "thank you" plaques for Saft, Roger has the one from last year and it was suggested the HAI (Frank Jensen) be honored with a plaque at our New Orleans banquet. Finally a motion was made that a total of \$3,000 be allocated for the HAI expenses without regard to whatever income is generated (contributions, new members joining or renewing, T-shirt or Director sales, etc). The motion was approved and Larry excused himself for the call. This entire discussed took about 40 minutes.

Concerning outdated VHPA T-shirts, Greg reported that Dave Greiger called to see if VHPA would be interested in selling all its outdated T-shirts to a veteran's home for \$3 each. There are 200 to 225 remaining from Chicago and minor amounts from other VHPA events but VHPA is not financially responsible for them. After some discussion the Council gave Greg discretionary authority in this matter. If Dave could put together the deal, fine; if not or not by the 20th, then 100 would be sent to Gary as outlined above.

At this point Roger said the would like to discuss the Financial Statements mailed recently from PAI. He said that PAI had had considerable difficulty in generating the statements because of the transition from AAM, leaving money in more than one account, etc. The November statement clearly shows that we have spent more than we have taken in but we know some of the reasons for this (the move to PAI and having to pay for the Directory up front). Roger said that we currently have \$1,083 in the checking account and about \$40,000 in savings plus the CDs in Wichita. He said that he had just written a letter to Bank IV to close the checking account and move the \$4,500+ to Cincinnati. Roger said that he believed we needed to seriously consider a

dues increase to \$25 for two main reasons. (1) He wanted to "bring the Newsletter up" to the standard of the Directory. PAI was interested in moving to 6 editions annually but we couldn't do that with the current cost structure. (2) He believed that the reserve fund was not large enough. Roger said that he realized that we had discussed dues increases before and that some Council members were pro and some were con such ideas; but he asked all Council members to think about these ideas again. This matter will be an item for future discussions and possibly we should be making some sort of statement at the next Business Meeting. During this discussion Roger mentioned that he and Mike had talked about Mike's planned visit to PAI on his way back to England. Mike said that he and Alan had discussed several good agenda items (the 1989 audit, the Reunion database, various database issues, etc) and that they planned about a 4 hour meeting. Mike would fly his airline passes from O'Hare to Cincinnati and return and would be staying in Alan's home versus a hotel. Roger made the motion that the Council approve Mike's expenses for this visit not to exceed \$100. The motion was sustained. Gary asked Mike to ask PAI to explain their reported 90 Reunion expenses of \$2,500 because he could only justify \$2,000. Roger also reminded everyone that the \$12,000 merchandise figure was for the 89 Directory. Several people suggested that we need more blank rows in both the expenses and income areas. We also agreed that we wanted to track the response to the extra Newsletters mailed to everyone in the database that was not current and with a special insert for "friends". We suggested that the Membership Committee ought to get involved with monitoring these matters and report back to the Council as to the perceived cost effectiveness of this mail out. Roger said he would make this request of Phil Marshall.

2.) Roger had distributed a draft Policy Letter 90-1 entitled Gratuitous Life Membership Based on 100% Disability and Incapacitation with his letter to Council members dated 26 Dec. This draft was discussed and Roger explained the idea behind some of the words and phrases. In the end the Council approved Roger's draft as written.

3.) Concerning any Constitution and Bylaws changes, (Paul was absent from the call briefly when this discussion began) Roger raised the old issue of merging VHPA with the VHCMA (Vietnam Helicopter Crew Members Association). The VHCMA has about 400 members several of whom have written and suggested a merger of the two associations. Roger has received several letters for VHPA members saying that they believed this was a good idea. Since this subject has not been widely discussed within VHPA the feelings of the membership at large are not known with certainty but Roger has discussed this idea privately with several VHPAers and can honestly say there is STRONG opposition to it. It is safe to say that this could be a very divisive and stressing matter if it were addressed at a Business Meeting. Roger thought it prudent, however to insure that the two associations put each other's Executive Council members on the other's Newsletter and Directory mailing list and put this into effect. Roger then asked the rhetorical question "Do we need to make a C&B change concerning how this merger discussion would be handled?" Ideas have been suggested in the past take this issue was so important that a single Business Meeting should not have

the power to change it. Other suggestions were to have a vote of the Life Members or a mail ballot to the membership at large. During the discussion that followed several Council members suggested that we do nothing at this time. The idea of a "joint Reunion" was discussed and after a while a "straw vote" was taken where each Council member could express his ideas and "vote". Everyone voted "against" the "joint Reunion" idea for lots of reasons; however, Ron suggested that maybe something like a "co-located Reunion" (where each association manages its own activities, but the Reunions are held in the same town at the same time). Many Council members seemed to think there was goodness in this "co-location" versus "joint" idea. After some further discussion Roger asked each Council member to think about these ideas and to put down their feelings about any C&B changes in this area and to mail them to Paul.

Roger said along other lines of possible C&B changes was the idea that surfaced during the VHPA Incorporation proceedings that when VHPA is dissolved any remaining assets must go to charity. Roger suggested that possibly this ought to be formalized in the C&B. Roger also reminded Mike that in addition to a US Income Tax filing each year, VHPA must also make one to the State of Kansas.

Mike raised the issue of the Executive Director not being classified as an Officer in the VHPA C&B. This lead to some discussion about that possibly that VHPA had out lived the need for the Executive Director position as outlined in the C&B. Roger stated that it was built around Larry Clark having a lot of centralized authority and duties but that now that we have an administrative services contractor, good operating committees, and the role and succession of the President's office well established; maybe we don't need the Executive Director position anymore. Roger suggested that maybe an elected Secretary Treasurer position would be better. Someone mentioned Jay Elliott's recent "missile" to all Council members and Roger suggested that we need to be prepared for some sort of Jay Elliott "floor flight" at the Business Meeting. Finally, Roger again asked all Council members to think about these ideas concerning the C&B changes and to forward their opinions to Paul.

4.) Concerning the 1988 audit, Mike asked if anyone had received any feed back now that it had been published in the Newsletter. There was none. Mike briefly said that the plans for the 1989 audit were to have it done during January and that these matters would be discussed during his meeting with PAI.

5.) The next Council meeting will be held on Mar 4 to recap HAI and to discuss any Constitution and Bylaws changes we need to start working on. Roger suggested we schedule a June 3 meeting tentatively in case we have any business that needs to be approved prior our arrival at the Reunion. Roger suggested that maybe it would be good to have Phil Marshall attend the first part of the meeting to provide status of the mail out and how the \$1,500 allocated by the Council to the Membership Committee was being spent. Roger finally said that we would have to decide Yes or No on a dues increase at this meeting.

6.) The PAI migration status item was basically covered during the discussion of the financial statements.

Concerning the 1990 Reunion, Gary said that everything was under control as per the schedule and plans already announced. Mike said that he had some specific questions concerning the registration and database activities and that he would call Gary after this meeting to clear up this matter.

Greg said there was nothing significant to report concerning the 1991 Reunion at this time.

Mike asked if there were any comments about the 1989 Directory other than the fact that we needed a stronger mailing envelop? Mike said that it was about two weeks late getting in the mail and that in reality this time had been lost "up front" and never recovered. He said that not having a local proof reader had hurt the schedule and caused extra work for Rand and himself. He said that FAX machines were very important in the final proofing and correcting steps and that Rand really went the "extra mile" to insure everything was right. There were no other comments from the Council.

Concerning the 1990 Directory, Mike summarized a recent message that he had received from Gary Roush to the effect that a VHPA member working in Washington D.C. was working with Gary and had access to some very interested data such as a description of the circumstances of lost of every helicopter by tail number and the status of the helicopter's crew. Mike said Gary could provide many additional pages of KIA details and this type of data if the Council agreed. Specific details would be available for Council review at the Reunion. Mike asked rhetorically if we wanted to do something else with flight class information? Certainly the Historical committee would have extra data we could put in the Directory. Finally, Mike said that he believed we could add as many as 60 pages if we wished. Greg said that at last year's costs this could be as much as \$5 a page. Mike also said that we must have some "second priority" items that can be included or left out because the Directory is printed in 16 page increments. Roger said that this could be another reason for a dues increase. Mike stated that he was trying to present "options" to the Council; that Roger had joking asked Mike "what can you do next year to top 89?" and that all Mike was telling the Council is that he believed he could top 89 easy for the next couple years with known ideas that could be matured with the time we have but they would cost money and the Council should determine the cost to benefit received for these sort of items.

Initially Roger had suggested that we not discuss the "6 Newsletters A Year Concept" but Greg raised the subject and we spent considerable time discussing this matter. Roger said there were several important factors related to this item; specifically: (A) We don't have the copy for the extra editions consistent with the quality we have used in the past. (B) That the schedule demands of every other month would mean that PAI would have to take a more active role as editor. Roger said he didn't want this because he believed the editor needs to control the Newsletter versus giving it up to PAI. Roger said some of the suggestions PAI has made (like putting their building's picture on the cover) proves that they have much to learn about the way VHPA wants to project the Newsletter's image. (C) Our current

dues structure does not support the extra editions without paid advertising. Roger said that he has given the advertising parameters to PAI with instructions to present ad candidates for VHPA to consider but they have been unable to do so to date. Roger said that Mike McDonald was working with a new guy that showed interest in being the Newsletter Editor. Mike would "supervise" this member for the next issue or two and that maybe after the next Reunion we could consider changing Newsletter Editors. At this point Greg said he believed we needed to prepare the "ground work" necessary to make the "6 Newsletter" decision and asked if there were specifics we could do in this area like see where more copy could be obtained and inquire about the increased costs. He said for example maybe the \$5 dues increase isn't enough and asked how would we know? Gary pointed out that the Newsletter has been late each time for this past year and asked "what can we do to get it back on time?" Ron suggested that there was a "building block" for moving to more editions and that this would logically be related to more advertising and a dues increase. Greg said he definitely wanted to discuss this at a future Council meeting with some factual data. Roger said that it was his experienced belief that VHPA was a long ways away from 6 Newsletters and that maybe with careful work at the end of Greg's term as President it could be reality. Roger also said that we ought to consider a risk assessment. For example he asked rhetorically "What does it buy VHPA besides membership satisfaction?" "What if the membership do not want advertising, then how do we fund it?" Roger said that PAI did not do a good job with the last Newsletter and that he believed it would take them some time with careful guidance from the editor before they could do the job needed to move to 6 Newsletters. Greg said that a Newsletter every two months jogs people's memories, reminds them that VHPA is "for real" and becomes part of their life; hence they are more satisfied with VHPA and a higher percentage would keep their dues current. Mike suggested maybe a Council subcommittee be formed to research the costs, copy, editorship, etc of this matter. Roger said he believed this was premature at this time. Paul said that he thought putting the advertising question to the membership is an important question. At this point we all agreed that we had talked on this subject enough for this meeting and would table it for now.

Concerning the VHPA logo, Gary said that he had discovered that it had not been registered but that VHPA has obtained all rights to it. Gary said that he and Greg (with Roger's concurrence) had worked with an attorney to file the logo with the legal offices. The filing fee is \$175 and the VHPA member attorney would charge us \$300 to do this work (normally it is \$800 to \$1,200). Initially the attorney had asked for a Life Member to do the work but Greg talked him into a lower fee and that we would pay him the fee which he would sign back over to us to pay for the Life. It is proposed that the Council approve \$300 for the attorney fees and \$175 for filing fees concerning registering the VHPA logo. This was approved.

Concerning the 89 - 90 budget, Roger said that he thought all the items were "on track" with the document we had discussed two meetings ago. He said that it was difficult to "stick to" a fixed budget, that he saw no major expenditures coming in the

near term, and that he didn't think an item by item discussion was necessary at this time. He asked if anyone had any better ideas for a budget? None were offered. Roger said that at the Council meetings at the Reunion we ought to talk thru the annual budget idea again because our costs ought to be fixed with PAI and we ought to have the dues issue resolved. Mike reminded everyone that January was our major dues renewal month, so we would be receiving a lot of income very soon. Roger pointed out that the Life Member fund needed to make about a \$15,000 deposit to the reserve fund to cover those that have joined and for which no reserve fund contributions have been made.

The general financial status item had been covered earlier.

Ron said that to the best of his knowledge there was no interest in moving forward with a Ladies Auxiliary until the Reunion.

#### BUSINESS CONDUCTED - NON AGENDA ITEMS

7.) Mike said he had several "walk on" items. (A) He recommended that Nancy Osterhout be considered for Honorary Membership saying that she had gone the "extra mile" for VHPA in many, many ways. There was no support for this idea; the feeling being that we had paid her for the services and that she had done a good job in return. (B) Mike said that he was suggesting that the Council adopt a practice used in the Army and many companies concerning historical items. Specifically what he suggested was that we send all the items that we have for a given period (usually a year) to the Historical (VHPA) Committee and that that committee chairman review the material and prepare the history for that period. Gary said that before we did something like that we ought to see if Larry Clark was interested in doing that sort of review and writing. Mike said he would contact Larry but that he was concerned since nothing had been added to the VHPA history for over two years now. (C) Mike said that during our initial dealings with PAI we had mentioned having AT&T Credit Cards for use by Council members. He asked if anyone thought this still a good idea and if so that he would proceed with this matter. During the discussion we generally agreed that using a VHPA Credit Card would be more business like but that it could cost us more money over the direct dial and use of less expensive long distance carriers. Roger said that he saw no reason to fault the current expense reporting system to reimburse telephone expenses and, indeed, in many cases people were not expensing these items so VHPA is saving money. We agreed not to proceed with this item for now. (D) Mike said Debbie Reagan had written VHPA a note saying that she was authorized to have a copy of the Directory. Mike said that she was simply a Newsletter subscriber and therefore not entitled to receive a Directory. Mike said that she had been given a copy of the 88 Directory as candidate for the administrative services contract but asked if anyone had granted her any other "special" status. There was none; so Mike said he would write a letter to Debbie saying that she was not entitled to receive a Directory.

8.) The only other "walk on" item was presented by Ron who asked if anyone was aware of the Marine VHPA Reunion in Las Vegas. No one provided any further information but we suggested that Ron pass along any data he might have to Phil Marshall for possible action by the Membership Committee.

9.) There were no other walk-on items and no further business, Roger made a motion that the meeting adjourn at 8 p.m. There was no opposition.

Respectively submitted:

A handwritten signature in cursive script, appearing to read "Mike", written in dark ink.

Mike Law  
Executive Director