



82nd Airborne Division Association, Inc.

*Chartered by
The United States Congress*

OFFICE OF THE SECRETARY

Board of Directors / Delegates Meeting Minutes All American Week Fort Bragg, North Carolina

May 22, 2017

Meeting called to order by President T. Ed Herlihy at 1000 hours.
Invocation by Director Gary Rezabek and Pledge of Allegiance by all.
Roll Call of Officers and Directors by Secretary Laurie Clay (Attachment 1).

Sponsor USAA spoke with the Board of Directors noting they are proud to be a part of the Association.

President T. Ed Herlihy noted that minutes of the 2016 National Convention Board of Directors / Delegates Meeting were in everyone's packet and asked for a motion to approve them.

Director Rezabek moved to adopt the minutes as submitted. Director Covey seconded. The motion carried.

OFFICER AND COMMITTEE REPORTS

a. Treasurer's Report

Treasurer Lawrence Slavicek noted all financial reports had been provided for review by the Board of Directors. Treasurer Slavicek further noted that all cost of sales within the report had been improperly categorized but have been corrected by the accountant.

Executive Director Bauer noted that our accountant was not familiar with Paypal and that all monies are now properly categorized.

President Herlihy asked for questions and as none were present, President T. Ed Herlihy asked for approval of the Treasurer's report. National Directors approved the report.

b. Chapter and Membership:

Executive Director Bauer stated there has been an increase in membership in the last couple of months and that a number of AAW attendees are new members. Executive Director Bauer noted that Chapters must ensure they are communicating with new members that are assigned to their Chapters.

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b. Chapter and Membership (continued):

Executive Director Bauer noted that some Chapters are not responding to new members. Executive Bauer noted that by August the Board of Directors need to move to shutting down Chapters that fail to provide the membership information needed to maintain our C19 status. A list of Chapters will be prepared for discussion of dissolution and each Chapter will be provided 30 days to respond. This is necessary for the Association in maintaining our nonprofit status. The information is not just requested by the Association to upkeep our records, but is required information by the IRS. The Association is also identifying Chapters closing, but have not returned equipment legally owned by the Association. It was noted that a chapter is closing but are not following the proper procedures. This chapter's past Chairman has not communicated with National regarding the equipment, to include two M1s, flags, checkbooks, bank statements, etc. Treasurer Slavicek noted he had talked with the current Chapter chairman and that he is aware National needs to communicate with them.

The membership is doing better but we don't have exact numbers at this time. However, we continue to work on our five-year plan.

c. Website and Automaton:

Executive Director Bauer reported no recent changes to the website / database. National is trying to update the program so Chapters can update their own information. However, National needs the information that has been requested from the Chapters, such as service information and tax data before we can open this to Chapters. The Chapters only have two documents they need to provide to the Association: Prove the Chapter taxes are completed each year and a listing of Chapter members with all needed information. It was noted that National will begin to close chapters if they do not provide the information needed to maintain the chapter.

d. By-Laws Committee

Past President Becker stated that everyone should have a copy of the By-Laws and requested any questions. Past President Becker stated there are six changes in all with two changes being housekeeping in nature that deal with Chapter adjustments. One is a name adjustment and the inclusion of Airborne in their phraseology. The other two deal with the Association not having any dealings with private jumps, as well with alcohol related issues. One By-law is a disclaimer for alcohol use at Chapter events. The By-Law states the 82nd Airborne Division Association, Inc., is not engaged in the food and beverage industry and does not directly sell or furnish alcohol to its members and therefore carries no alcohol or liquor liability insurance coverage. Coverage is purchased as a rider to our policy for a specific event. The second By-Law change states that the 82nd Airborne Division Association is in no way affiliated with any civilian or private group, club, association or other type of organization that conducts parachute jumps.

Executive Director Bauer stated that we need to cover the Association because some Chapters are stating that they were not aware the Association would not cover alcohol at Chapter events. All Chapters will be notified once the disclaimers are placed in the By-Laws. It was also stated that disclaimers are included in the Association Website as well.

Past President Becker noted the Education Fund will fall under the control of the Executive Committee and this one is more housekeeping than anything else. There were no questions associated with Education Fund change.

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Executive Director Bauer noted that a vote is not required, with the exception of the Chapter By-Law changes.

No questions were presented. President Herlihy stated the Association By-Laws would be presented to the Membership during the 2017 National Convention.

Executive Director Bauer noted that the Board should vote on the Chapter By-laws submitted for review.

Past President Becker made a motion to vote on the two Chapter By-law changes in good standing in their own words. The motion was seconded by Director Holcomb.

Discussion: Bauer stated there was not anything in the By-law Changes that went against the Association's By-laws. Director Slavicek stated that in the Etherton by-law it defined a member in good standing in one section and further down it explained the qualifications to be a member of the board, governors board, the board of officers. They make a statement that what defines a good member in good standing to an officer, the first criteria is that they must be a good member in standing. It's just an edit to remove the repetitive wording.

President Herlihy asked for questions. A motion to accept with the edit was made by Past President Becker and seconded by Director Holcomb. The Motion carried.

e. Ways and Means

Director Slavick stated that the Ways and Means Committee met and discussed the status of the rebates. Director Slavick noted that we have approximately \$54,000. in rebates that are outstanding. He stated that the Board in 2013-2014 notified the Chapters as the financial health of the Association increased, the rebates would be paid. As we continue to state that our financial situation is good, the Chapters are waiting for their rebates.

As a result of the current message of our financial situation, we need to prepare a message to give to the Chapters regarding the rebates. Director Slavick noted several options are noted in his report. He also stated that the Association should consider an endowment for the future. Possible donors see the \$54,000 on our balance sheet as a debt. Each Chapter needs to provide a letter to forgive the Association debt. Executive Director Bauer noted that as long as we are carrying the rebates as a debt, we are not going to obtain corporate donations.

Executive Bauer stated each Chapter must provide a letter from the Chapter to give to our accountant in order to close out the debt. Executive Bauer reported that Chapters were being paid rebates for deceased members. Based on communication with lawyers, the Association could sue each Chapter and make them prove that the money paid was correctly paid only for living members. We could move to dissolve the debt to the Association also, but everyone agrees that this is not how we want to solve this issue, and we want to craft a letter to the Chapters to explain the issue and realize that any monies paid out will just be taking money away from the Association's ability to offer more programs and assistance to the Active Duty Troops. For each Chapter it may be a small amount, but in total, it is \$54,000 to the Association, and this will cease our ability to begin the new All American Adventure program we are currently working on, to assist the 82nd Airborne Division in helping Troopers returning from deployment with readjusting to garrison life. It would be a shame for the Association not to use the money we have worked so hard for to help our Troops.

Director Slavicek noted donors will want to look at our financials and if there is a debt, they will not donate funds in order for the Association to pay the debt.

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The Board discussed preparing a message to members and to be placed in the Paraglide in order to educate the membership on the history of the rebates.

President Herlihy stated he would send a letter but that he needs to discuss the message and would need the membership list.

Past President Bill Eberle stated the last communication to the membership was in the last printing of the Paraglide and now we need a new message.

Past President Bill Eberle asked that if the board decides to pay a rebate, that all Chapters, to include those that forgiven the debt, be included in the payment. Director Slavicek noted we don't disavow past boards as this would criticize past leadership.

Past President Becker asked if the Association has list of the Chapters that have forgiven the rebate. Director Holcomb noted that in past years that leadership had talked to membership and as a result, some Chapters have relieved the Association of the debt.

President Herlihy again stated that we need to send a letter out after the message is prepared. Past President Becker stated that the Board should meet with each Chapter chairman at the next national convention to discuss.

f. Convention Planning:

Past President Eberle noted the Association does not have any bids for Convention 2019 and recommended a committee be established to look at how we move forward when no bids are received for future conventions.

g. Internal Affairs:

In the absence of Director Steen, Executive Director Bauer presented that the entire folder of the individual being address, and for their privacy, was not providing individual copies to the Board. It was reported that a chairman, a valid member of the Association, was trying to become a member of the Purple Heart, Special Forces and Rangers Associations. These organizations contacted the Association and were asking questions regarding this individual. Executive Director Bauer noted that this individual has brought discredit upon the Association among these other organizations. The chairman has stepped down as chairman since being confronted by the Association. The Association requested he do it officially through the Association, however, he turned over Chapter materials and walked away.

Executive Director Bauer stated that the Association can remove any member for any reason. When asked what he did, Executive Director Bauer stated that he alleged that he was part of Special Forces, Rangers and had received a purple heart, none of which was true. Basically, it falls under stolen valor.

Director Steen recommended the Board of Directors move towards removal of Perry Marchigiani immediately from the rolls of the 82nd airborne Division Association, with prejudice.

Motion was made by Director Rezabek and seconded by Director Holcomb.

Discussion: It was discussed that the Association must notify him in writing. Past President Eberle reported that a prior chairman did the same thing by applying for membership and to his knowledge no action has been taken. Executive

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Director Bauer said we could perform due diligence by sending out a letter to the last known address and post in the Paraglide for him to contact the Association.

Motion carried.

h. Public Relations: No Report

i. Resolutions:

Director Holcomb stated that he was unable to identify the duties of the Resolution Committee. He contacted the staff judge advocate and he was not aware of the duties.

Executive Director Bauer stated to contact Past President Andy Anderson as he had done it before and he has information on resolutions that have been done in the past.

Past President Becker asked if the membership issue discussed could fall under the Resolution Committee.

j. Awards Committee:

Director Rezabek stated the Awards Committee only received one nomination and will wait until the deadline of the 1st of July to report.

k. Historical Committee: No Report.

l. Western Area Coordinator: No Report

m. Veterans Affairs:

Director Clay reported on the new presumptive conditions for those that served on Camp LeJeune. Director Clay also notified the Board that VA will be hiring rating specialists and will be looking for Veterans, nurses and possibly attorneys. It was reported that VA has gone paperless and that cases are worked by all stations by a National Workload.

n. Legislative LNO: No report

o. Insurance Report:

Director Mitchell reported the insurance is due in June. Executive Director Bauer reported that the bill in the amount of \$7,127.00 is paid in full.

p. Business Development: No report.

Old Business:

a. Association By-Law Changes:

Executive Director Bauer reported that all the approved By-Law changes have been posted.

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b. Wounded Warrior Fund By-Law Changes:

Director Oesch noted that there had been discussion on changing the name of the Wounded Warrior Fund. Executive Director Bauer made a point of order that the Wounded Warrior Fund should not be discussed in the **Association's** Board meeting.

c. Convention By-Law changes: No Action

d. Nomination of Honorary Membership: None

e. Convention bid for 2018: None

New Business:

a. Chapter By-Law Changes:

Executive Director Bauer stated that we have discussed all the By-law changes.

b. Wounded Warrior Fund By-Law Changes:

Executive Director Bauer suggested that the Board remove the Wounded Warrior Fund Association Board's agenda.

c. Education Fund By-Law Changes:

Executive Director Bauer suggested that the Board remove the Education Fund from the Association Board's agenda.

d. Convention By-Law changes: No comment

e. St. Mere Eglise restoration project:

Executive Director Bauer reported that a number of Generals have gone over and noted the Church is in bad shape and they are looking at completing some restorations. Executive Director Bauer needs to know what exactly they want from us as he feels that they want the Association to be the main donator. He will gain more information and report back to the Board of Directors. Before anything is given, he would first discuss with the Board.

f. Veteran's Day 2017 support:

Executive Director Bauer stated that the Board of Directors had deemed that the Association would not do Veterans Day anymore due to the finances, as the event was too costly in the past. The Association would have to pay approximately \$3000.00 to provide a Division color guard. There is a color guard from the 3rd Old Guard willing to assist. He is talking with the Division about this and if the Division determines they want to participate, they will do so.

President Herlihy stated that he thought they wanted assistance with the hospitality room.

Executive Director Bauer asked for approximately \$1000.00 for hospitality, wreaths, transportation.

President Herlihy stated that we should vote on the donation at convention when we have more information.

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g. Member Removal: Previously discussed

h. Operation All American Adventures:

Executive Director Bauer stated there was an operation called “Adventure Quest” which assisted to stop active duty suicides. It went away years ago and was a great program that the Executive Director and the Division Command Sergeant Major would like to start within the Division. The Association would work with the Division to identify the high risk soldiers. This activity would possibly cost \$30,000 a year. Some of the activities would include: scuba diving, skiing, mountain climbing, white water rafting, etc. Executive Director Bauer wanted to notify the Board that he is looking into putting this together using corporate donations and services of other active duty and veteran members. Operation All American Adventures is currently in the concept phase only, but with some hard work could be up and going when the currently deployed Troopers return.

Director Perez-Ortiz reported in Tampa, Kelly Kowl runs a center that invites two troopers a year to participate in bull rides, fishing trips, etc. He recommended that the Association contact her to possibly coordinate sending additional troops.

Other Business:

a. Director Holcomb asked what the numbers were for All American Week. Executive Director Bauer reported 400 this year and that half are brand new members.

b. Director Holcomb reported that he went through the committees that President Herlihy sent out. The list consists of 16 committees but the By-Laws only include 4 committees. There should be expectations of the committees listed. President Herlihy stated that the president appoints committees as issues come up to address. Director Holcomb asked for clarification of the By-Laws Chapter Standing Committee which states the committee is to examine and rectify each Chapter at the annual convention. President Herlihy stated it would be updating their Chapter membership with the Association list. Executive Director Bauer noted that committees should not be in the By-Laws as it takes the membership to remove the committee from the By-Laws. Any committee can be started for a long or short period of time and is at the prerogative of the President.

c. Past President Bill Eberle proposed to not have these meetings during All American Week. President Herlihy asked for a rationale for the proposal. Past President Eberle stated that most items were advanced to Convention that could have been completed electronically.

President Herlihy stated that would be up to the Board of Directors. Executive Director Bauer stated that we have moved to discussing more items on-line. There is nothing said that we cannot vote electronically as long as we have a forum. These meetings are a discussion to ensure everyone is aware of the issues. President Herlihy stated it is also an opportunity for the Delegates to bring issues in front of the Board.

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d. Director Slavicek asked if the printing of the Paraglide has been put to rest? Executive Director Bauer noted that we have a lot of members who do not care for a printed Paraglide, members move and they are returned and if the Association agrees to do a printing of the Paraglide it would have to be by request only.

The Executive Director Bauer requested a point of comfort for the Board of Directors prior to meeting with the Delegates. President Herlihy agreed and called for a 15 minute recess.

The Association Board of Directors recessed at 1110 hours.

The Board of Director's meeting was called to order at 1125hours.

President Herlihy invited Delegate Representative Pete Long to present the Delegate's meeting minutes.

Delegate Pete Long reported the following issues:

Issue 1. When there is a change in the Chapter officers the information from National is not getting to the new Chapter officers.

Executive Director Bauer reported that this is why National has gone to a Chapter email address. All the information from National will go to the Chapter email and it is the Chapters responsibility to ensure the new Chairman has access to the account.

Issue 2. Calls to National are going to voice mail and it is felt that there should be someone at the National office 8 hours a day. It was noted that messages are returned at a later time.

Executive Director Bauer reported National has two and half employees and he will be out of the office 90% of the time discussing National business. One person is a part-time employee and one person is a full-time person. If we are on the phone already with a call, the call automatically goes to voice mail. There also may be times when we are busy completing tasks, speaking to members in the office, or running errands and we will allow the phone to go to voicemail. If messages are left, they are returned.

Issue 3: Rick Dalton reported they are trying to build a memorial National Infantry Museum at Fort Benning. The 82nd Infantry is not included in the memorial as of now. He wanted the Association to be aware that they are exploring ways to obtain money and ideas from people to build a monument to the 82nd Airborne infantry.

Issue 4: Rochester New York noted that we need a National magazine again as it is the best way to keep people informed. The Delegates discussed all the reasons for not having a national magazine. However, there are individuals that do not like reading the magazine electronically.

Issue 5: It was discussed that the Chapters do not have access to the Active duty soldiers. Pete Long stated that he has received a number of bios on people moving into his area.

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Executive Director Bauer noted a point of order that it was released in the bulletin and in emails that National started affiliate memberships over a year ago. For every soldier that signs up, he/she receives an affiliate membership and is assigned to a Chapter in their hometown or their desired location. The Chapters are notified of this. Each Chapter has a right to notified them and include them in all Chapter benefits. The only thing the soldier will not do is pay the Chapter, they will continue to pay the active duty representative.

Chapters should see the affiliate member in their reports. National will be going back through files of active duty members that signed up in the past and will start assigning them as affiliate members.

Pete Long asked if the Association has access to those separating and if they sign a release of information, the Association can talk with him. Executive Director Bauer noted that we are discussing with JAG, but that we cannot approach a soldier even to request the release of information. National is working with the Division Command Sergeant Major to be involved with in-processing and out-processing.

Delegate Paul Tague asked if there was a way Chapters could update their membership information on line that would in turn update the National database.

Executive Director Bauer stated that National is moving the system towards that end result. He further noted that this will assist in maintaining the information necessary to maintain our C19 status. It is imperative that Chapters provide the requested service information from each of the Chapters. If a Chapter is unable to contact a member, they need to report "unable to contact" and National will place them in the "inactive" file.

Additionally, Chapters need to send in their tax information. At this time, 22 Chapters have missed the deadline to submit their taxes to National. If a Chapter needs assistance with the one-page document, they should contact National and they will assist.

It was discussed that DD214s were previously submitted, but they were returned to the Chapters to be maintained. Chapters need to explain to the members that our initial request for their DD214 was to verify airborne status. However, National now needs the DD214 to confirm service information in order to maintain our non-profit status.

Delegate Pete Long reported that this completes the Delegate presentation.

There was no further business. Director Perez-Ortiz moved to adjourn and Director Rezabek seconded. The Motion was carried and the meeting adjourned at 1146 hours.

Respectfully submitted: Laurie Clay, Executive Secretary

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