



# National Sojourners Inc.

## National Trustees



EXCOM,

Holliday Inn Airport, San Antonio, TX

12 October 2012

## Minutes

The Vice Chairman, Brother Joseph A. Baker, PNP, called the Board of Trustees to labor at 0900 hours. Brother Elliott B. Samuels, PNP, LOH offered the opening prayer. The pledge of Allegiance was given in unison.

The passing of Chairman Brother Wayne I Smith, was announced and he was remembered in prayer by Brother Elliott B. Samuels.

Vice Chairman Baker referenced National President James R. McConnell's letter dated 19 August 2012 appointing of Brother Frederick B. Vihovde. PNP, to the position of National Trustee for the balance of the 2012-2013 Sojourners Year. Brother Vihovde comes to this position with a wealth of knowledge about financial undertakings and will be an asset to the Trustees.

The Secretary, Brother E. Thomas Kuhn, called the roll of Trustees. Trustees present included Brother Joseph H. Baker, PNP, Brother E. Thomas Kuhn, Brother Andrew J. McVeigh III, PNP, Brother Harry E. Sanders, Jr., PNP, Brother Elliott Samuels, PNP, LOH, Brother Sid Shaenfield, and Brother Frederick B. Vihovde, PNP. Absent and excused were Brother James S. Norris, PNC, LOH, and Brother Kent S. Webber.

Also present were the National Progressive Elected Line which included, Brother James R. McConnell, NP, Brother Keye E. Perry, Sr., PE, Brother Merlen F. Howe, 1<sup>st</sup> VP, Brother James N. Higdon, 2<sup>nd</sup> VP. and Brother James A. Baker, 3<sup>rd</sup> VP. Also in attendance were Brothers Nelson O. Newcombe, LOH, National Secretary/Treasurer, and Benjamin M. Yudesis, PNP, PNC, LOH, National Judge Advocate.

Vice Chairman Baker welcomed all of the attendees.

The minutes of the 19 June 2012 Board of Trustees meeting held at the National Convention in Burlington Vermont were presented by Past Trustee Chairman Brother Samuels. Brother

Samuels pointed out a number of typographical errors and the secretary was instructed to see that the minutes were corrected. The minutes were approved with corrections.

The minutes of the 23 June 2012 Board of Trustees reorganizational meeting held at the National Convention in Burlington Vermont were presented by Past Trustee Chairman Brother Samuels. The minutes were approved as submitted.

## **OLD BUSINESS**

### Collingwood Library and Museum on Americanism (CLMA) update

Because of a conflict with prior commitments with the American Legion Brother Trustee Kent Webber was unable to attend the EXCOM. As President of the Collingwood Library and Museum on Americanism (CLMA), Brother Webber was on the agenda to update the status of CLMA. Consequently, he asked Trustee Brother Harry E, Sanders, Jr., PNP, and CLMA Board member to provide an update.

It has been a continuing struggle to raise the funds needed to maintain the property. The economic recession hit just as the American Legacy Center (ALC) was completed. With contributions declining and rental income not yet sufficient to financially support the property, CLMA has found it necessary to place the property for sale while continuing to explore other creative options to find a way to retain this historic property. The leadership of NSI and CLMA are united in their determination to find a way to preserve Collingwood. To that end, CLMA has determined based upon extensive research, legal consultation, and coordination with county leaders, that subdivision and sale of a portion of the property has the greatest potential for generating the cash needed to retire the mortgage, thereby permitting us to retain Collingwood Mansion and the ALC. The process of subdivision is complicated and may take up to twelve months.

Brother Trustee Sanders further briefed that CLMA had received a proposal from one of the largest caterers in the greater Washington to acquire the property in a deal that would include, assumption of the current mortgage and a payment of up to 10 percent of gross sales (up to \$100k annually) for 20 years whereupon, ownership of the property would revert to the caterer. The caterer proposal sparked discussion about the possibility of investing part of National Sojourners investments to pay off the current American legacy Center mortgage (approx \$2.25M); assuming control of the Collingwood Library and Museum on Americanism as a permanent home for our Order by replacing the CLMA Board with a board controlled by National Sojourners; and entering into an agreement with the caterer to permit their exclusive use of the property for their catering business for 10% of the revenue (up to \$100k annually). The income stream from caterer operations would be used to replace the lost investment income.

Brother Baker and Brother Sanders were tasked with making known the potential interest of the National Sojourners in the property to the representatives of the CLMA Contingency Task Force

(CTF). Note that the CTF is a working committee of the CLMA Board focused on finding a way to satisfy the mortgage while preserving CLMA operations.

Vice Chairman Baker adjusted his agenda to consolidate several reports to be given by Brother Sanders.

#### Spirit of America Youth Education Fund (501c3)

Judge Advocate Benjamin Yudesis reported that Spirit of America Youth Education Fund (501c3) is still in draft. Brother Yudesis has come to the conclusion that trying to do long distance is not working out. He has provided National Secretary Newcombe with his calendar to establish a date to come to NSI headquarters and meet with a Virginia attorney to work out the final details. He is hopeful that the required work will be done by January to have on the trustee's agenda to approve the bylaws and the action that have been taken. Brother Sanders was appointed by Vice Chairman Baker as the single point of contact for Brother Yudesis.

The Chairman called upon Brother Newcombe to make his report. He reported as follows for the first quarter. The summer months have seen very little activity in the Chapters and income has fallen. He expects income to increase now that the chapter are meeting due to the increase per capita tax and increase MIPs. Expenditures are normal for the first quarter except for a substantial increase in the Verizon telephone bill in September. Brother Newcombe's detailed report is attached to his letter of October 3<sup>rd</sup> and need not be repeated here. Brother Sanders reported that we haven't had an audit for three years. Brother Sanders stated that we need to get back to an annual audits or review. It was stated that this should be a line item in the budget. No conclusion or action taken at this time.

National President McConnell reported on the progress of writing a National Secretary / Treasurer job description in anticipation of the retirement of Brother Newcombe. Brother Sanders spent three days with Brother Newcombe reviewing what he does on a daily and yearly basis. It is President McConnell to have a packet ready to report at the midwinter conference.

Brother Trustee Andrew McVeigh III reported on the conference souvenir book and recommended that the pricing remain the same as last year. Brother McVeigh believes that we are pushing the "top of the envelope" and that increasing the cost per add will in fact decrease the amount of income. This is important because the annual and midwinter conference are zero based. The profit comes from the souvenir book. Brother Baker gave a "how goes it" on the midwinter conference scheduled for Alexandria, LA. A discussion followed on gross and net and how funds from the conference are distributed. The procedure has now been codified and approved at the Burlington Conference.

The Board was called from labor to refreshment at 1210 and back to labor at 1310.

Brother Sanders started the afternoon with a series of reports. His slide show presentation may be found on the NSI website in the Trustee area. A summary of his report follows:

National President McConnell's letter dated 10 July 2012 establishes a long term team to consider a permanent relocation of our National Headquarters to a suitable area in the country. Chairman of this committee is NPE Key Perry. Interregal to this process is the future of Collingwood, the requirements of National Headquarters and the impending retirement of National Secretary / Treasurer.

Methodology for headquarters location analysis is as follows:

- Define and perform selection analysis and select 10 candidate states plus VA (no move option)
- Develop decision matrix to rank order state options (10+VA) and rank order state locations to ID top 3
- Brief results at National EXCOM and seek consensus/guidance
- Drill down and perform due diligence on TOP 3 and brief results at MWM

Methodology for National Secretary / Treasurer Replacement analysis is as follows:

- Define and analyze options for replacing National Secretary-Treasurer
- Brief results at National EXCOM and seek concurrence/guidance
- Detail selected option in plan and brief at MWM

Although not on the agenda Brother Sanders made the following recommendation pertaining to Information Technology:

- Secretary / Treasurer Laptop – Replace
- Documentation – Task Gary Waddel to document MMS
- Expanded Services – Task IT Committee to make recommendations for leveraging Microsoft Small Business Server
- Secretary /-Treasurer E-Mail - Migrate new National Secretary-Treasurer to a “nationalsojourners.org” e-mail address
- Digital Records - Commence converting all Chapter records to digital archive format (PDF) beginning this Sojourner year (2012-2013) --- STOP ARCHIVING PAPER!!!!
- Expand use of **NATIONALSOJOURNERS.ORG** E-Mail - Beginning in 2013-2014, authorize for the National President, National President-Elect, and National Trustees Chairman for all official business of the Order
- E-Mail Communication - Set-up e-mail groups for National Sojourner Line; Heroes of '76 Line; Trustees; All Chapter Pres/Sect's; and All Members using the free services of *CONSTANT CONTACT* (<https://search.constantcontact.com>)
  - Will permit easy broadcast communication with key leaders and the membership by the National President, National Commander, National Secretary, National Trustee Chairman, and the NASOCOCO President.
  - Note that a similar feature was implemented via the website but communication is limited to only those who have enrolled for access to the SOJOURNERS ONLY area.
- Fund WEBSITE upgrades

Artifacts and Historical Records

NSI has a significant amount of artifacts and historical records but we don't know what we have. We have no tracking system. Recommendations were as follows:

- Charter an Inventory Team
- Create a digital archive (1 record per artifact/historical doc)
  - Create Numbering & Tag
  - Document Description
  - Record Condition Code
  - Cite Donor Info (if known)
  - Record Digital Picture
- Complete effort by 1 May 2013
- Establish a policy for the use of historical documents --- at present there are no controls on the use or removal of historical documents
- Develop a policy for accepting/managing materials provided by chapter that go In Memoriam
- Develop a policy detailing the types of National Sojourner artifacts that we will accept...there is a cost involved to account for, maintain, and protect these items...

Replacement of National Artifact, National Secretary / Treasurer Nelson Newcombe

Brother National Secretary / Treasurer Nelson Newcombe has given us notice of his impending retirement. The selection of a replacement is made more difficult because of the possibility of moving NSI National Headquarters. Brother Sanders identified and presented four replacement strategies.

1. Traditional paid National / Secretary Treasurer
- 2A. Non-Masonic Business Manager with unpaid National Secretary / Treasurer
- 2B. National Sojourner Business Manager with unpaid National Secretary / Treasurer
- 2C. Masonic Business Manager with unpaid National Secretary / Treasurer

Discussion of each optioned followed with emphasis on training. Recommendations were as follows:

- 1. REMAIN** at Collingwood as long as possible
  - If needed implement a relocation within the northern VA area consistent with the Short Term Plan which will reduce risk/uncertainty by
    - Decoupling the possible RELO out of VA and National Secretary-Treasurer actions (do one-at-a-time);
    - Retaining staff corporate memory; and (3) maintaining mentoring access to retiring National Secretary-Treasurer
- 2. HIRE** a Business Manager (preferably a Mason) and train prior to the ANC — evaluate annually
- 3. ELECT** a non-paid National Secretary-Treasurer
- 4. PLAN** for a RELO to a new national home at a later date with the goal of
  - Dedicating a new National HQ office in ANYWHERE, USA during our centennial year or 2020 (The 2020 Plan) — stand up a 5-member ad hoc committee responsive to the Trustees to work this task
- 5. SOLICIT** donations to offset cost impacts of RELO

## NEW BUSINESS:

### National Sojourners Articles of Incorporation

A long discussion occurred concerning potential action by the Trustees to address what appears to be a disconnect in as much as the National Secretary cites the Trustees as the “Directors of the Corporation” in all his legal filings. Within the recent past, Bro. Jack Marden (Attorney) opined that based on the noted Articles of Incorporation, the only legally recognized “Directors were, in fact, those listed at the bottom of the 20 April 1981 document. Reference was made to a July 4, 2006 opinion by Donald S. Litman, attorney at law. Judge Advocate Yudesis stated that it is clear to him that the directors of NSI the officers listed in Article 5 of the National Sojourners Articles of Incorporation under the laws of Virginia dated 20 April 1981 provides: ***“The Directors of the Incorporation shall be (1) President, (2) President-elect, (3) First Vice President, (4) Second Vice President, (5) Third Vice President, and (6) Secretary-Treasurer, plus additional directors authorized by the By-Laws, who shall be elected at the Annual Meeting of the Corporation, to be known as the Annual Convention, for a term of one year.”***

### Election and Installation of Chairman of the Board of Trustees

In as much as Chairman Wayne I Smith resigned prior to his death, the office of Chairman of the Board of Trustees has been vacant. Consequently Vice Chairman Baker has been functioning in that capacity. Vice Chairman Baker yielded the chair to Trustee Elliott B. Samuels to conduct an election and installation of a new chairman. Brother Samuels nominated Brother Joseph A. Baker, PNP into nomination for the remainder of this Sojourner year. The nomination was seconded by Trustee Andrew J. McVeigh, III. Brother Baker was elected by acclamation. Chairman Baker was installed by National President McConnell. The office of Vice Chairman now being vacant, Brother Samuels nominated Brother Harry E. Sanders, PNP into nomination for the remainder of the Sojourner year. The nomination was seconded by Trustee E. Thomas Kuhn. Brother Sanders was elected by acclamation and installed by National President McConnell. Brother was discharged from his duties.

Having no further business before the Board of Trustees, Chairman Baker announced that the next meeting of the Trustees was at the mid winter convention in Alexandria, LA

The meeting was adjourned at 1530.

Respectively Submitted,

E. Thomas Kuhn, Trustee  
Secretary of the Board of Trustees