



## MINUTES OF THE MARCH 17, 2011 MEETING OF THE BOARD OF DIRECTORS

2011-2012  
Board of  
Directors\*

Jerry Papazian  
'72  
President

Beth Ambrose  
'91  
First Vice  
President

Bill Peard '02  
Treasurer

Brendan  
McCann '99  
Secretary

Bob Borsari '58

Chris Cobey '67

Joe Stewart '54

Shelley Thomas  
'89

1. **Call to order:** By President Jerry Papazian at 7:00 p.m. EDT.
2. **Roll call:** Participating: Beth Ambrose, Bob Borsari, Chris Cobey, Brendan McCann, Jerry Papazian, Bill Peard, Shelley Thomas.  
Joining: Vance Morrison  
Absent: Joe Stewart  
Quorum was declared: 7 of 8 Directors participating.
3. **Approval of Minutes - November 2010 and January 2011:** Minutes, as amended for minor edits, were approved by voice vote. No nays recorded.
4. **President's report:** The President's Report was not provided due to an ambitious agenda scheduled. The agenda, with supporting documents, was forwarded to the Directors prior to the meeting.

### **New Business:**

1. **Election of New Board Member – Vance Morrison, Supreme Court Page 1952-56:** Vance was nominated by Jerry Papazian to serve a 1 year term on the Board of Directors. The purpose of the nomination, among several reasons, was two-fold; add a Supreme Court Page to the Board and maintain the preferred staggered 1 year / 2 year term Board membership.

Bio brief of Vance Morrison: Morrison holds an MS in Systems Management from the University of Southern California, and a BA in Physics from the University of Virginia. A designated Naval Surface Warfare Officer and Intelligence Sub-Specialist, his decorations include the Defense Superior Service Medal, Legion of Merit (two awards), Meritorious Service Medal (two awards), Joint Service Commendation Medal (two awards), and the Navy Commendation Medal, as well as the National Reconnaissance Office's Medal of Meritorious Performance.

A motion was made to approve and elect Vance Morrison as a new Director for a term of 1 year. Motion passed on a voice vote with no nays recorded.

2. **Election of New Officer – Chris Cobey as 2<sup>nd</sup> Vice President:** Upon the last elections, the 2<sup>nd</sup> Vice President position remained vacant. Due to Chris Cobey's heavy and vital involvement in planning the 2012 Reunion, among other activities, Cobey was nominated to fill the 2<sup>nd</sup> Vice President slot.

A motion was made to elect Chris Cobey as the 2<sup>nd</sup> Vice President. Motion passed on a voice vote with no nays recorded.

**Treasurer's Report:** Bill Peard provided the Board of Directors a 2010 Financial Report, via email, prior to the meeting. The report was then reviewed on the call. In brief; currently the Association has a balance of about \$4,500. Most of the funds in 2010 were spent on the Association's 'infrastructure' which included the new website, initial newsletter, etc. The focus for the upcoming 2011-2012 year will be to fundraise and build resources that will support the 2012 Reunion, among other endeavors. Upon receiving the next bank statement, Bill will forward to the Board members accordingly and work with Jerry on creating a budget for the rest of 2011.

A question was raised: Seeing as half the 2010 budget was spent on the website, was that just for development or is that the annual cost?

Response: It is anticipated that the website should not cost as much going forward. Much of the funds spent were on uploading and inputting the data currently viewable online now.

3. **Board Roster, for review:** Prior to the meeting, Jerry forwarded a document containing the Board roster with contact information as well as the meeting schedule for the rest of the calendar year. All Directors were tasked with reviewing and correcting any misinformation.

Of note: While most Board of Director meetings occur via conference call, an in-person meeting was scheduled for October 21, 2011. This is intended to coincide with Ken Smith's Annual Page Luncheon held in Rosslyn, Virginia. Vance Morrison volunteered to try and coordinate with Ken and confirm the date of the luncheon this year.

4. **Committees and Committee Reports** – Before committee reports, Jerry solicited the Directors to inform him, prior to the next meeting, as to which committee's they would like to serve. All Directors are expected to serve on at least one committee.

**A. Events (Reunion) Committee:** Chris Cobey and Shelley Thomas provided an update of the ongoing efforts and planning going into the 2012 Reunion. A draft proposal, including anticipated activities at the reunion, will be submitted to the Directors upon the next scheduled meeting. Outstanding issues include: selecting a venue for a semi-formal dinner Saturday evening, selecting a 'speaker' for the Saturday

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dinner, confirming Senate / House / Supreme Court floor tour availability, etc. The Committee remains open to suggestions and/or help on finalizing any of the outstanding matters.

As for the structure of each day of the reunion, it is anticipated to mirror the 2008 Reunion: a welcome registration reception Thursday evening, organized tours on Friday, class year get-together's Friday evening, free-time Saturday, semi-formal dinner Saturday night.

**B. Membership / Marketing Committee:** Bill Peard is in the process of updating the Page Alumni database with 1000 new mailing addresses.

**C. Scholarship Committee:** no activity to report.

**D. Finance Committee:** nothing to report outside of the Treasurers Report.

- 5. Harris Directory Update:** Jerry presented the Directors a formal proposal from Harris Connect, LLC to create an Alumni Directory. There is no cost to the Association as Harris will handle selling the book. The Association will receive minor royalties from each sale (up to 500, \$5; 500+, \$10). Any Alumni who chooses to opt-out of the publication will have the ability to do so just as any Alumni who would like to include a bio, list of accomplishments, and/or picture will have the ability to do so as well. The contract prohibits Harris from using any Alumni data for any other purposes including selling information separately. This last point raised a discussion among the Directors to which Jerry assured he will address all privacy concerns with Harris and guarantee any and all information is secure.

A motion was made to give Jerry authority to enter into a contract with Harris Connect, LLC. Motion passed on a voice vote with no nays recorded.

- 6. Regional Reunions:** A focus was tasked to the Directors to reach out and stimulate more regional events (and participation) in major cities around the country.
- 7. Bylaw Revisions:** Nine Motions and Proposals, submitted by the Executive Committee, have remained outstanding awaiting Board of Director action. They are listed at the bottom of these minutes, as an addendum item.

Upon discussion of each proposed bylaw revision, a motion was made to vote on #1 and #3-11 en bloc. Motion passed on a voice vote with no nays recorded. Regarding Motion #2, as listed in the addendum, it was removed from consideration to maintain the overlapping of Board of Directors and Officer terms.

- 8. Newsletter Update:** Beth Ambrose reported that the text and draft of the

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Newsletter is ready, however currently she has been soliciting quote's for a re-design. The intent of the re-design is to create a more professional publication intended to generate a better response from Alumni. Jerry and Beth will continue this endeavor and have a report upon the next meeting.

**9. Next Call.** Thursday, May 19<sup>th</sup>, 2011 at 7 pm EDT.

**10. Adjournment:** The meeting was adjourned at 8:05 pm EDT.

Respectfully submitted,

Brendan McCann  
Secretary

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### Addendum

1. Motion: That Section 13c of Article VI of the Bylaws be amended to read as follows: "Dues will be charged to members. Initial dues shall be: \$10.00 per year for any alumnus enrolled in an accredited educational institution and \$25.000 for all other alumni. The Membership Committee may make recommendations for changes to the dues structure, which shall be presented to the Board of Directors for approval. **Explanation: The last sentence is needed as there is no current provision in the Bylaws for a procedure to change the dues.**

2. Motion: That Article 3, Section 3 of the Bylaws be amended to read as: "Officers shall serve for a term of two (2) years, until the next annual meeting of the Board of Directors and until their successors are elected and qualified, or until their earlier resignation, removal, or death." **Explanation: amend the bylaws to provide more Executive Committee continuity and re-define the commitment.**

3. Motion: Every Board meeting shall be held at a noticed location, and Board members who are able to attend in person are encouraged to do so. **Explanation: Board members should be encouraged to meet in person as often as it can be arranged. Board meetings are generally in the Washington, D.C. area, but sometimes Board members who happen to come to DC could attend a Board meeting. Also, Board meetings could be held "live" in other locations in the country.**

4. Motion: The President shall have authority to sign agreements on behalf of the Association without prior Board approval up to \$2,000. Anything higher than \$2,000 requires prior Board approval. **Explanation: Requiring the President to obtain Board approval in advance of committing the Association to large contractual agreements.**

5. Motion: To the extent possible, in consultation with the Executive Committee, the President shall draft the agenda for every regular Board meeting. The agenda shall indicate the person or persons with responsibility for each agenda item, and action upon, if necessary, each listed agenda item. If possible, any item on the agenda

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should indicate whether the item is for discussion or action and, if for action, a statement of the action proposed that the Board take. Explanation: Advance planning will make Board meetings more productive and efficient.

6. Motion: The Secretary shall have the responsibility to gather all written materials to be considered at a regular Board meeting, including the meeting agenda, which shall be distributed to the Board by email no later than five calendar days preceding the Board meeting, to the extent possible. Explanation: These are fairly standard responsibilities for an organization's secretary.

7. Motion: The Association's Secretary shall take minutes of all Board meetings, draft written minutes, and circulate the draft of the minutes to all Board members at least five calendar days before the next regular Board meeting, to the extent possible. In the absence of the Secretary, the senior attending officer other than the presiding officer shall take the meeting's minutes. Explanation: Regular recording, distribution, and finalizing of minutes has been an ongoing Board problem. The Association's Board needs to have an accurate and reliable record of what action it has taken.

8. Motion: The Treasurer shall submit a report for consideration at every regular meeting of the Board of Directors. The report shall contain a report of income and expenses, detailing any expenditure(s) of \$100 or more. Explanation: This motion is to satisfy the fiduciary duty of Board members to be informed as to the Association's fiscal activities.

9. Motion: The President, in consultation with the other members of the Executive Committee, shall appoint at least three members of the Board to each of the Board's standing committees. No Board member shall serve on more than two Board committees, and every Board member except the officers shall serve on at least one committee. The President also reserves the right to serve as the Ex-Officio of all the standing committees. Explanation: The last BOD meeting reminded us that the bylaws-required committees have not been staffed. The proposed cap is intended to spread the Board workload.

10. Motion: Each standing committee of the Association, as designated in Section 16 of the By-laws (scholarship, membership, events, and finance committees) shall provide to the Secretary for inclusion in the regular meeting agenda, either a report of their actions since the last meeting, or an indication that the committee took no action. Explanation: This motion is intended to require affirmative action by committees either report to the Board what they are doing, or to confirm that they have taken no action.

11. Motion: The Association's website should contain the following items, updated in a timely manner:

- The names, contact information, title, and terms of each member of the Board of Directors, including officers and their terms.

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- Standing and ad hoc Committees and their membership, including Chair and Chair's contact information.

Explanation: The Association's website should be the primary information source and vehicle. Adding these items will demonstrate the Association's organization, action, and vitality, and help persuade potential members to join.

DRAFT