



**38<sup>th</sup> Officer Candidate Course/Basic Class 3-66 United States Marine Corps Alumni Incorporated  
(the "Association")**

**Meeting of the Board of Directors**

October 7, 2009

Officers and Directors Present: Dave Mellon; Sam McClinchie; Chuck Sooter; Mike St. Clair; Andy Blenkle; Terry Cox; Al Stefl; Dave Wall

Officers and Directors Absent: Steve Snyder; Jack Sheehan (he arrived at 3:12 PM); Steve Bowen; Mike Janay; Terry Lewis

Time Convened: 1500

Location: Crowne Plaza Hotel, 2270 Hotel Circle North, San Diego, CA 92108

**Agenda**

As the quorum of 7 was met, the meeting proceeded

Dave Mellon prefaced the meeting by noting that the agenda for the Board Meeting and the Biennial Membership meeting were very similar and that those giving reports would appreciate feedback on their reports and delivery to make the Membership meeting go smoother.

A motion was made to waive the reading of the minutes from the October 4, 2007 Meeting and the October 7, 2007 Meeting. It was duly seconded and approved unanimously. A motion to approve the Minutes of the last two Board meetings was similarly seconded and unanimously approved.

Dave Mellon reported on Steve Snyder's actions to keep the organization in compliance with the requirements of the Commonwealth of Massachusetts and the IRS, noting that the tax filings were a joint effort with Treasurer, Chuck Sooter. The fine work was noted and appreciated.

Mike St. Clair made a motion that Steve Snyder be reimbursed for the \$139 he paid for the Resident Agent fee in the Commonwealth of Massachusetts. It was seconded by Sam McClinchie and approved unanimously.

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Chuck Sooter made his Treasurers report showing a three-year comparison of the organizations Sources and Uses of Funds. Chuck reported that the Reunion, which is designed to be self-financing, looked like it would do so again in 2009. Chuck reported Funds on hand at 10/10/09 would be \$10,720 exclusive of the Reunion 2009 Account.

Dave Mellon made his President's Report that he prepared for the Membership Meeting, noting several areas in which the organization had made improvements in 2008 and 2009, specifically:

Board operating as an Executive Committee of the Whole  
Implemented the Annual Voluntary Contribution Plan with Honor Roll acknowledgement on the website

Aligned the Membership Directories with the classes of membership defined in the Bylaws

Developed charters for new committees and implemented them (Bereavement, Charitable Contributions, Directory Maintenance and Reunion Planning)

Appointed a new Webmaster- Sam Patel

Major overhaul of the Website

Initiated the President's Newsletter

Emphasized transparency by posting all major documents on the Website

Started the process of collecting an inventory of the Personal Decorations awarded the Class

Dave Wall explained the charter of the Bereavement Committee and those memorial contributions that had been made in 2008 and 2009 (Strokes, Kean, Richards, Quinn and Nunnally). Dave noted that he is still working on Carrigan, Willis and Halcomb.

Dave Mellon discussed Directory Management. He praised Jack Sheehan for all of his efforts to find "Lost Brothers." Jim Herak has taken over the administration of the Membership Directories from Jack and has done a fine job.

Dave Mellon praised the Reunion Committee for the job they did in preparation for the Reunion and indicated he would relate the contributions of each at the Membership Meeting (Bernie Allen, Andy Blenkle, Rick Cleland, Terry Cox, Dave Mellon, Digger O'Dell, Chuck Sooter, Mike St. Clair, Skip Storey, Earl Wentworth).

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Dave Mellon asked for a motion to ratify all decisions reached by a majority of the Executive Committee of the Whole during the period, October 7, 2007 to October 7, 2009. This motion would have the effect of bringing the decisions of the Executive Committee of the Whole in compliance with the Bylaw requirement that all "actions without a meeting" require unanimous agreement of the Board. This was not always the case as there were actions where members of the Board either were non-responsive or rejected a motion. The motion was moved by Jack Sheehan and seconded by Sam McClinchie. The motion was approved unanimously. Chuck Sooter initiated a discussion about capturing all Board decisions taken between biennial meeting, so if any Board Member or Voting Member were to request a listing of these Board decisions, they could be provided by the President. Dave Mellon offer to try to reconstruct all of the Board decisions made over the last two years. (Dave Mellon subsequently reported that the issues for which he had retained "decision sheets" were the following: (1) the appointment of the 2009 Nominating Committee, (2) approval of the recommendation of the Charitable Gifts Committee, (3) the offer to the 39th OCC/BC 4-66 to attend our 2009 Reunion and (4) approval of the Slates of Officers and Directors recommended by the 2009 Nominating Committee. Dave Mellon acknowledged that this was only a partial listing of those "Actions Without A Meeting" where decisions were made by the "Executive Committee of the Whole" during the previous two years.) The general consensus of the Board was that this was not necessary. Chuck Sooter, however, strongly recommended that the President keep a list or log of all Board Decisions made while acting as an Executive Committee of the Whole, so that the list might be approved and ratified in future years.

Dave Mellon indicated that no action was required by the Board at this point relative to the election of Board Members for the period, October 2009 through October 2013 and the election of Officers for the period, October 2009 through October 2011, as the Board had earlier approved the Nominating Committee's recommendation and the Candidates had been noticed to the Membership in an email on October 1, 2009. Dave did recognize Board Members who were not standing for reelection and thanked them for their excellent performance (Bowen, Janay, Stefl and Wall).

Dave Mellon pointed out that the Bylaws require that Nominations to the Board be open to the floor. After discussion, it was proposed that we be ready with a written ballot in the event nominations were received from the floor. The motion was proposed seconded and approve unanimously. Dave Wall agreed to have the written ballot ready for the Membership Meeting.

Chuck Sooter introduced the concept of greater involvement of the Membership in the electoral process and the functioning of the organization. The current operation of the Nominating Committee was discussed. It was generally agreed that we need to encourage more members to get involved in the functioning of the organization. Dave Mellon suggested that a call for volunteers to serve the Membership should be posted on the website, promoted in the President's Newsletter and at the Membership meeting. Chuck moved the idea forward as a motion, with the

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requirement that the members wishing to be candidates for the Board advise the Nominating Committee in time to be considered in their decision-making process. The motion was seconded by Jack and passed with 7 "Ayes" and 1 abstention. Dave Mellon agreed to emphasize the concept of involvement and volunteerism at the Membership Meeting.

Sam McClinchie and Dave Wall walked the Board through a Power Point presentation on the proposed site of the 2011 Reunion. The Reunion Committee's recommendation was New Bern, NC. Jack Sheehan made a motion that the Committee's recommendation be approved by the Board and recommended to the Membership at the meeting. Chuck Sooter seconded the motion and it was approve unanimously.

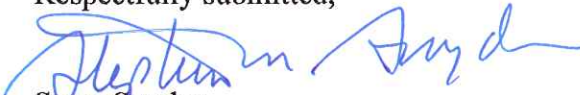
As Sam and Dave wanted to make the same presentation to the Membership, yet it required Audio-Visual (banquet) and print media (membership meeting) support. Mike St. Clair made a motion that the Site Selection Committee be authorized to expend up to a total of \$1000 to rent Audio-Visual equipment and pay for printing of handouts to make the Site Recommendation at the Board Meeting, the Membership Meeting and at the Banquet. The motion was seconded by Jack Sheehan and approve unanimously.

Andy Blenkle indicated that the Color Guard for the banquet had elected not to stay for the dinner. Accordingly, he proposed that we authorize an honorarium in the amount of \$50 per member of the Color Guard and, if present, an equal amount for their duty driver for a total expenditure not to exceed \$250. Jack Sheehan moved the motion. Terry Cox seconded the motion and it was approve unanimously.

**Adjournment.** The business of the Board having been completed, Dave Wall made a motion for adjournment, which was seconded by Sam McClinchie and unanimously approved. The meeting adjourned at 6:11 PM.

These minutes are submitted based on Dave Mellon's written report of this meeting as reviewed by members in attendance.

Respectfully submitted,

  
Steve Snyder  
Clerk  
1/19/2010