

MINUTES FROM SECOND NATIONAL BOARD MEETING - AUGUST 29, 2009

The RGA National Meeting was held in Oklahoma City, Oklahoma and simultaneously in Yuma, Arizona through teleconferencing. The meeting began at 11:00 a.m. due some technical difficulties with the telephone.

Those present in Oklahoma City were:

Arkansas: Gary Burden, Deputy Director
Barbara Chatham, National Secretary
Kansas: Linda Sayre, State Director
Matt Woerhle, Board Member
Texas: David Akins, National Director
Dickey Stanley, National Safety Officer
Thomas Weiderhold, State Director
Kip Turner, Board Member
Dwayne Hagemeyer, Board Member
Don Perkins, Board Member
John James, Sergeant at Arms

One guest speaker: Marty Humphrey, Texas Member - Topic of comment was on asking the Board to make information available to all membership.

Those present in Yuma, Arizona were:

Arizona: Don Swain, State Director
Jesse Torres, Board Member
Linda Swain, Safety Officer
California Shirley Horn, State Director
Jim Keno, Board Member
Roy Army, Board Member
Steve Callas, Safety Officer

Those not in attendance were:

Frankie Deramo
Marc Ferguson
R.J. Preston
David Huff
Jeff McIntosh
Terry Ames
Doug Shaw
Larry Putnam

The Director of RGA stated the purpose of this National meeting. The first order of

business was the changing of the by-laws for the organization. After a question of the voting method we were using for our agenda items as being a legal source, several National Officers contacted Jane Lowery, attorney representing RGA, DeAnn Johnson of C-Bar in Texas and the Texas Attorney General's office. The consensus was that chat/action room would be legal since there had been no challenges against them. The most important by-law to be changed is ARTICLE IV (MEETINGS). 100% of the Board members had to vote to change the by-laws and we have fulfilled that requirement.

ARTICLE VI

- 1. Current wording:** The Reenactment Guild of America board will hold quarterly meetings. These will be in the months of January, April, July and November.
REVISED WORDING: *The Reenactment Guild of America will hold at least once a calendar year a National Conference of the RGA Board. The meeting will be held to address the agenda items the National Officers feel the Board should address in a meeting setting; such as but not limited to bylaw changes, budgets for the year and goal setting workshops.*
Motion made and seconded
Motion carries 12 -1

- 2. NEW ADDITION:** *The National Board of the Reenactment Guild of America will hold ongoing meetings throughout the calendar year of agenda issues by the use of electronic chat/action room meetings. This method has been deemed legal and complies with the Texas Secretary of State requirements for meetings of a 501-3-c Organization.*
This action was approved by requested emails by the National Director to all Voting Board Members prior to the National Board Meeting. 100% agreed.

The agenda that the board will address during the year in the National chat/action room meetings will be posted on the RGA website and any other form of acceptable communication available once a month throughout the year. There will be notice of the chat/action room meetings.

- 3. Current wording:** The Director may call a special meeting at any time its is deemed necessary.
No revision necessary.
- 4. Current wording:** An agenda of each National board meeting will be posted on the RGA website 15 days prior to each meeting.
REVISED WORDING: *The agenda items of the National Conference meeting will be posted on the RGA website and any other form of acceptable communication available 15 days prior to the meeting.*
Motion made and seconded
Motion carries 13 - 0
- 5. Current wording:** A quorum of the Board must be present or on conference call to hold a meeting. Quorum will consist of 51% of the board members and officers.
Article IV, #5 con't.

REVISED WORDING: *A quorum of the Board must be present to hold a meeting. A quorum will consist of 51% of the voting Board members.*

Motion made and seconded

Motion carries 13 - 0

6. **Current wording:** Any member who may wish to address the board may do so by notifying the board 5 days before the scheduled board meeting. Members may address the board in person, phone, email or written letter. There will be a 5-minute time limit for each person who addresses the board.

REVISED WORDING: *Any member who has concerns about the agenda may address the Board in writing or by email 5 days prior to the meeting. The concerns will be presented before the Board at that meeting.*

Motion made and seconded

Motion carries 13 - 0

7. **Current wording:** The minutes of the board meetings will be posted on the website by the Secretary once they are written.

No Revision necessary

8. **Current wording:** Action may be taken without a meeting of the board by contacting all board members available. For approval, the Director must get a consensus of 51% of the board either by email or phone.

REVISED WORDING: *Action may be taken on emergency items without a meeting of the Board by contacting all Board members available. For approval, the Director must get a consensus of 51% of the voting Board members by phone.*

Motion made and seconded

Motion carried 13 - 0

ARTICLE V

Board of Directors

8. A State Director will be elected in each state. Each state will have a minimum of 10 members. The State Director should be a person of ethics and well respected in their state. He/she will receive and review all new applications for RGA membership in their state before forwarding the applications to the National Secretary. He/she will also be responsible for oversight and/or organization of RGA sanctioned events in their state. He/she will need to attend as many RGA functions as possible or appoint a substitute in their absence. The Director will be a voting member on all board issues. Any issues regarding RGA policies or rules should be discussed with the National Director to decide whether the issue has merit enough to call for a board meeting and possible addendum to RGA standards. Term of office for this position will be established by the state at election time.

No Revisions Made

9. A State Safety Officer will be responsible for compliance of RGA safety rules for their state

members and work with the Safety Director on any questionable issues that may arise. The Safety Officer will need to attend RGA sanctioned events in their state or appoint a qualified event Safety Officer in case of their absence. He/she will also be responsible for the Youth Safety program as defined under Rule #6 as the Junior Reenactor program in the RGA safety rules. This position will NOT be a voting member on any board issues. Term of office for this position will be established by the state at election times.

REVISED WORDING: *A State Safety Officer will be elected as soon as a state has 10 members. He/she will be responsible for compliance of RGA safety rules for their state members and work with the Safety Director on any questionable issues that may arise. The Safety Officer will need to attend RGA sanctioned events in their state or appoint a qualified event Safety Officer in case of their absence. He/she will also be responsible for the Youth Safety program as defined under Rule #6 as the Junior Reenactor program in the RGA safety rules. This position will be a voting member on any board issues. Term of office for this position will be established by the state at election times.*

Quite a bit of conversation was held on this topic. Many felt that a Safety Officer didn't actually represent 50 members of a state as has been stated regarding a State board Member. One Board member stated that each officer actually represents all the people of a particular state. Therefore, wording was confusing to many. To assist in the explanation of this new recommendation, the following was written out for clarification:

Representation:	State Director	from 1 - 10 members
	State Safety Officer	from 1 - 100 members (same members)
	1st State Board Member	from 101 - 150 members
	2nd State Board Member	from 151 - 200 members
	Etc,	

Motion made and seconded

Motion carried 7 - 6

(Clarification here is that the first voting member of a state is the State Director. A Safety Officer will be elected at the same time and will now become a voting member. Also it should be noted here that since now the Safety Officer is the second elected officer with voting privileges, we should place this position as the number 9 where previously it was number 10)

10, **Current wording:** A State Board member/s will be elected in each qualifying state as well. He/she will act as spokesperson in representing the issues and/or concerns of state members that affect the operations of RGA in their state as well as National issues. The Board member/s should be a person/s of ethics and well respected in their state. The Board member/s, and State Director will work closely in representing their state in all matters. The Board member/s will have a vote on all board issues. Term of office for this position will be established by the state at election time. Each state is allowed 1 board

member for every 50 members in their state.

REVISED WORDING: *A State Board member/s will be elected in each qualifying state as well. He/she will act as spokesperson in representing the issues and/or concerns of state members that affect the operations of RGA in their state as well as National issues. The Board member/s should be a person/s of ethics and well respected in their state. The Board member/s, State Director and Safety Officer will work closely in representing their state in all matters. The Board member/s will have a vote on all board issues. Term of office for this position will be established by the state at election time. Once the state has reached 101 members, they may elect one Board member for each 50 members added. There will be no cap on the number of Board members each state may have.*

Motion made and seconded

Motion carries 10 - 3

(Clarification here is that a State Board member will be the third voting officer after the state has elected a State Director and a Safety Officer. Subsequent State Board members will also have the voting rights. It should also be noted that since the State Board member is now the third position elected officer, we should place this position as number 10 where previously it was number 9.)

Submitted by the State of Kansas:

WHEREAS there are now 16 states making up RGA; and

WHEREAS the Texas Secretary of State does not require certain officers to be from Texas; and

WHEREAS the technology for holding meetings and running an organization have surpassed the need for all officers to be based in one state; Therefore I propose the following changes be made to the RGA By-Laws:

Article V: Section 1: The Reenactment Guild of America's home office must be based in Texas. All finances and accountings will remain in the Texas home office. ~~The Director and Treasurer~~ for RGA will be required to be a Texas members in good standing. The reason for this is to keep the home office from moving from state to state. **(Please note the word Director has been removed.)**

Article V: Section 2: The Director of RGA ~~must~~ **will** be a member ~~from Texas~~ in good standing and **may reside in any state**. The Director will sit on the board of RGA and direct all meetings. He/she will have the authority to form special committees as needed for RGA. The Director will oversee the finances and make suggestions to the board as they are needed. The Director will take his direction from the board and follow through on any vote passed by the Board. The

Director will advise the board on issues that members feel are needed and handle all correspondence between the board and its member. The Director will ONLY vote on the board in case of a tie. The Director will oversee all committees and officers of RGA and make sure the Guild operates as the members and board deem appropriate. This board member will be elected by members of RGA and shall serve a term of three years. **(Please note the words “must” and replaced with will and the words “from Texas” have been removed and replaced with “may reside in any state.**

Article V: Section 4: The Treasurer of RGA must be a member from Texas in good standing. The Treasurer will oversee all finances of RGA and make quarterly reports to the board and its members. The Treasurer will have full access to and be responsible for making sure expenses are paid and membership is up to date. The Treasurer will serve a three-year term in office. This board member will be elected by members of RGA and will NOT have a vote in board meetings. *The Treasurer will serve as RGA’s Resident Agent.*

This section was the only one that had specific discussion. The last sentence was controversial at this particular time because the Treasurer is not RGA’s Resident Agent. The reason for this is that the state law requires a resident agent cannot have a P.O. box and must be a resident of a town/community with a population of under 20,000. Our treasurer does have a P.O. Box. The law does not mandate that the Treasurer be the resident agent; therefore Dwayne Hagemeyer was appointed resident agent because he does have a physical address. The purpose of this position is to receive any correspondence sent from the state. Our resident receives correspondence and then forwards it directly to the Treasurer. Therefore, the last sentence was changed to read: “RGA will appoint a resident agent as required by the laws of the state of Texas.”

Article V: Section 6: The Sergeant of Arms (S.A.) ~~must~~ **will** be a member ~~from Texas~~ in good standing and **may reside in any state**. The S.A. will be responsible for ensuring all meetings are conducted in an orderly fashion. The S.A. will be responsible to make sure all Roberts Rules of Order are followed. The S.A. will keep the board in adherence to the agenda and remove anyone who disrupts the meeting when asked to desist. This board member will be elected by members of RGA. The S.A. will serve a three-year term and will NOT have a vote in board meetings. **(Please note that the word “must” is removed and replaced by “will. The words “from Texas” is removed and the words “may reside in any state” is added.)**

Article V: Section 7: The Safety Director will be a member of RGA in good standing. The Safety Director will be under the direction of the Director and Associate Director of RGA. The Safety Director will direct all State Safety officers and make sure all safety guidelines are followed in every state. It will be the Safety Director’s duty to make as many competitions as possible each year as his/her job if funds are available to travel to the event. It will be the duty to make suggestions for any safety rule changes to the Director and the Board. The Safety Director will support all board decisions and always be a positive representative of RGA to the

members. The Safety Director will not be an elected office and will not be subject to popular vote. The RGA board members will choose the Safety Director and ~~must~~ *may* be a resident of Texas *any state*. The Safety Director's decisions should not be influenced by need to be re-elected. The Safety Director may be replaced only for just cause, i.e. dereliction of duties, failure to follow board decisions or by bringing disgrace on the office by his/her actions. It will take a two-thirds vote by the board to remove a Safety Director. This position will NOT have a vote in board meetings. **(Please note that the word "must" is removed and replaced with "may". The word "Texas" is removed and replaced with "any state")**

******* Comments were made to ensure that everyone understands that these recommendations do not exempt Texas members from running for those designated offices. Comments were also made that when these original bylaws were written, there were only 3-4 states that had RGA members. The tremendous growth in the past 2 ½ years reflects that this change should be made. These recommendations will state that the Director, Sergeant at Arms and Safety Director do not have to be residents of the State of Texas.**

Motion to accept the bylaw recommendations with the change to Article 5, Section 4 regarding the Resident Agent.

Motion seconded.

The vote carried with 12 - yes and 1 - no

Submitted from Texas

Number 1- Request that we set a single National Board meeting for the First of the year such as Jan or Feb. this requires a change to by laws.

This was addressed in the first section of the Bylaw changes.

Number 2- Allow all STATE safety officers voting privileges with regards to board issues and decisions.

This was answered in the first section of the Bylaw changes.

Number 3- Allow each state to have an elected state secretary recognized as a board member (voting privileges to be discussed).

Several members disagreed in the beginning that a state secretary be recognized as a board member and also disagreed with the voting privileges inclusion. In defense of this item, the Texas State Director stated that as the organization grows, the states assume more responsibility in their meetings and record keeping and should have more organization. Also he stated that having a state secretary would serve as a good point of contact with the National Secretary. The Texas State Director agreed that #3 should not have said "voting privileges".

Many commented that the individual states should just appoint their own secretary for their record keeping. The State of Kansas was mentioned as already having done this.

There are no rules or bylaws preventing the individual states from having their own secretary. More comments were made from the Western meeting as well as the Oklahoma meeting that they were against a state secretary being recognized as a board member. A point was brought out that this is a volunteer organization and getting people to work is a difficult task.

The National Director made a recommendation to the Texas State Director that if he wanted to write up something more definitive, it could be considered at a later date. No Action was taken on #3.

Number 4- No RGA board member may hold both a national and a state office simultaneously. Also questioned was when the actors page would be up and running and when would the movie rules be posted.

The discussion on this item was begun with the statement that this situation only is in existence in Arkansas. The Deputy Director asked what the conflict was. The National Secretary and the Deputy Director assured the members that in the state of Arkansas, only one vote each is submitted on any item.

Comments were given that while it is not a problem at this point, we might be setting a precedence for future positions. With that issue made, it was decided the item would be tabled and brought up at a later date. All were in agreement.

Comment made by California State Director:

Should we select a bylaw committee to review the RGA bylaws and make recommendations for changes to present to the Board? The Director said that what we are doing today should address the major issues that have been in conflict with how we are doing business and he doesn't see that we shouldn't have any more changes to be made.

The California State Director countered that in organizations she's been involved in, they constantly review their bylaws just to ensure processes/procedures are being handled according to the bylaws.

The Director again feels like the ones that we're discussing today should ensure our validity and legality of the way we are conducting business. While acknowledging that a bylaw committee might be helpful, he doesn't see the need for one right now. He verified with the National Secretary that these are the bylaws that were recommended by our RGA attorney. The National Secretary also stated that he is correct with the addition that some of the bylaw changes are recommended by the state. That is what comprises the Agenda list for today's meeting.

The Deputy Director stated that this might not be a bad idea to have a committee review all the bylaws over the next year and come back to next year's annual meeting if there are any changes that should be considered. The Director recommended the California State Director (Shirley Horn) or someone she designates and the Nevada State Director (Doug Shaw) sit on a committee of review. He will find someone in the Mid-West to also serve.

Discussion on Financial Report

A request for an annual report be posted. The National Secretary (in the absence of the Treasurer) reminded everyone that a quarterly financial report is posted on the RGA website which includes all transactions during that time period. It was still requested that the annual be

also posted. The National Secretary will work with the Treasurer to ensure that the annual report is provided at the end of the year.

A question was raised as to the wire transfer fees. RGA chose Capital One as their banking institution. Since all membership dues are sent to the National Secretary who lives in Arkansas and there is no Capital One bank in Arkansas, the method of wiring funds to Texas was chosen. Capital One charges \$10 while Arvest Bank in Arkansas charges \$16. The National Secretary stated that the total amount of wire fees has only been approximately \$70 from January, 2009 to July, 2009. More transactions of wiring take place at the beginning of the calendar year and the National Secretary does not allow the Arvest Bank Account to retain a large balance. The balance is monitored and the National Secretary and the Treasurer are in constant communication as to the balances in both banks.

A suggestion was made to write a check and mail to the Treasurer. The National Secretary along with one or two other members explained that there is a greater risk of a check getting lost in the mail as opposed to the wire transfer. There was a consensus that the wire method was probably the best and safest way to conduct these transactions.

Thomas Weiderhold had to leave the meeting to return home which still left us with a quorum.

Discussion on a Budget

The National Director stated that the organization needs to plan for specific budgeting items throughout the year. These ideas were discussed:

1. An advertising budget was set at \$3,000 for 2010. Advertising in the True West magazine has proven to be a great benefit to the organization. Also mentioned were there any other sources for advertising? More thought and research will be given to this throughout the coming months.

2. An important discussion was held regarding setting aside or budgeting fund to assist with events across the nation. Members also talked about trying to secure sponsorships in various areas to assist in the cost of events. For 2010, the members established the following funding for three major events to be held.

- | | |
|--|------------|
| A. "The Gathering" in Yuma, Arizona. | \$1,500.00 |
| B. "Mahaffey Days" in Kansas | \$1,500.00 |
| C. For 2009, we included for the event in Grapeland, Texas | \$1,500.00 |

It was stressed that any holding a large event has the right to request funding for conducting their event but they must request the funding. The Board can then identify or specify these fundings in advance or the Director can call for an emergency Chat/Action Room meeting if the time frame becomes of such an emergency time frame.

The Arizona State Director mentioned that the Yuma event is trying to secure additional funding through sponsors. He also said that RGA could possibly recoup some of the funding for

the event. The Director agreed that if this happened, it could be start up money for next year's event.

During all this discussion, the National Secretary stated that allotments to events would be dependent on the balance in the RGA fund level at that time. All agreed that the request could be made and it be dependent on this balance.

All expenses of the events must be kept accountable back to RGA.

Do we need a fund request form for event coordinators to use to request these funds?
National Secretary will develop a form for this use.

For Item #2 under Budget, David Akins made a motion to fund these three events and budget the \$3,000 for advertising while Don Perkins seconded. The Board voted 12 - 0 in favor of funding these events. (One officer had to leave the meeting early, hence the 12 for voting. The National Secretary spoke for the Treasurer as to the fact that the financial resources will always be reviewed to ensure funds are available. There is no evidence that there will be a problem.

3. A member mentioned the use of grants. Everyone agreed this is something that should be pursued. Several members agreed to try and find someone to write grants for RGA.

Discussion of Goals for RGA in the Future

1. Suggestion was made to produce DVD's of educational value and promote them to schools to help students understand about the old west.

2. A member mentioned the use of grants. Everyone agreed this is something that should be pursued. Several members agreed to try and find someone to write grants for RGA.

3. The National Director would like to see a new comp in each area added each year.

4. Everyone was asked to try and think of more goals to help promote RGA.

5. Officers in the West as well as the Deputy Director are working on a comp near Las Vegas. One of the directors of Gold Strike Hotel attended the Barstow event and commented he was going to try and work something out for 2010. So far no responses, but members are still pursuing. The National Director agreed to go to Vegas to work out a contract for this event.

6. We also need to look for more sponsorships for RGA. The Kansas State Director has an example of a letter that could be used as a request for sponsorships. Can use as an example.

7. We need to add reliable and good members to add to RGA.

Approximately 5:30 Kip Turner made a motion to adjourn the meeting while Don Perkins seconded it. Meeting adjourned.