



Military Vehicle Preservation Association (MVPA)
Public Board of Directors Meeting
Minutes: Thursday, April 24, 2025, 7:00pm EDT

Type: Public Board Meeting

1. Patrick Tipton called the meeting to order at 7:00pm EDT. Roll call taken by Dan Wesolowski. Board members present: Patrick Tipton, John Hedges, Robert Brough, Dan Wesolowski, Chris Doran, and Rory Grenier. Patrick Tipton welcomed the MVPA members in attendance and explained the format of the meeting would be board meeting and then membership Q&A. Meeting will be recorded and available to members.

2. Patrick Tipton made a motion to approve a Consent Calendar of the following routine or housekeeping items by a single motion unless items are removed by a Director for separate discussion.

- A. Approval of Agenda for the 4-24-2025 Public Board Meeting.
- B. Approval of Meeting Minutes from the Organizational Meeting on 4-16-2025.
- C. Establishment of Recording Secretary (RS).
- D. Appointment of John Schroeder as the Recording Secretary.
- E. Adoption of Robert's Rules of Order, Original Edition with Modern updates.
- F. Establishment of Board Parliamentarian
- G. Appointment of John Hedges as the Board Parliamentarian
- H. Establishment of Assistant to the Treasurer (AT)
- I. Appointment of Jane Brough as the MVPA Assistant to the Treasurer
- J. Full time employees report to the President.

Motion made by John Hedges. Seconded by Wesolowski. Motion passed without objection

3. Patrick Tipton asked John Hedges to discuss MVPA Committee Organization.

- A. The Nominations Committee will be Chaired by the MVPA Vice President with members assigned.
- B. The Finance Committee will be chaired by the MVPA Treasurer with the Assistant to the Treasurer and members assigned.
- C. Other committees will be chaired by Directors with members assigned.
- D. Discussion on whether or not committees be required to publish agendas, keep minutes, and report activities, recommendations, and requests to the Board at regular meetings.
- E. Motion by John Hedges that the term on the Executive Committee be determined by the term on the MVPA board. Seconded by Wesolowski. Passed without objection.
- F. Motion on the formation of the Executive Committee by John Hedges. The Executive Committee will be comprised of the President, Vice President,

Treasurer and Secretary. Seconded by Robert Brough, passed without objection.

G. Motion that the Nominations Committee be chaired by the Vice President with four additional members made by John Hedges, Seconded by Patrick Tipton. Passed without objection.

H. Discussion on the Judging Committee, Awards Committee, Historical Archives Board, Safety Committee, 5-Year Planning Committee, and Legal Committee.

I. Motion to rename the 5-Year Planning Committee to the Strategic Planning Committee made by John Hedges. Seconded by Patrick Tipton. Passed without objection.

J. Motion to create an ad hoc committee to review the bylaws and current policy letters made by John Hedges. Seconded by Patrick Tipton. Passed without objection.

4. Officer Reports

A. President's Report

1. Minutes from this meeting and previous meeting will be published for member review.

2. Financial overview will be provided by the Treasurer

3. Advertisement in the magazine is a major source of funding and is increasing, but we need to continue to work this.

4. For the convention to be a success we need to increase vendor table sales and attendance at all of the events.

B. Treasurer's Report

1. See attached slide deck from Robert Brough

2. Current credit card load is in excess of \$40,000 and the average interest rates are ~17%.

3. Need to look at transferring funds out of the investment account earning 2% interest to pay off the credit card load charging 17%.

4. The way the board is currently structured is that the Treasurer has 100% visibility on funds but no ability to spend money on behalf of the MVPA.

5. A point of order was raised by a member that all voting should be via roll call due to the limitations of the virtual format. Patrick Tipton agreed to alter the format.

6. Old Business

A. Robert Brough updated the Board on the Affiliate Insurance Program. It is not in effect right now due to a lack of signatures on the paperwork. Robert Brough will notify the affiliates

B. Patrick Tipton discussed the outstanding ~\$13,000 invoice from Stinson LLC.

C. Motion from Patrick Tipton to suspend travel reimbursements for the Board of Directors for the convention. Seconded by Rory Grenier. Discussion concerning travel reimbursement versus Supply Room articles that identify Board of Directors at events.

Amended by John Hedges. Motion withdrawn by Patrick Tipton and tabled for further discussion at the next Board of Director meeting.

D. John Hedges discussed the 2026 Board Election Timeline. Due to inconsistencies between the bylaws and the policy letters, the timeline for the elections will be extended. Discussion concerning board candidates being required to take training in non-profit management prior to assuming a position on the board. Members who submitted packets prior to the previous 4-7-2025 suspense date will remain eligible to be on the ballot. The Board will look for ways for the candidates to address the MVPA membership prior to the election.

7. New Business (20 minutes)

A. Robert Brough discussed the Financial Stabilization Plan (see attached slides) Presented a number of high-level strategies to achieve break-even status for 2025. Course of action (COA) #1 is a \$50 increase in dues per member per year. COA #2 is no increase in dues but adding 105 new members each month. COA #3 is a blend of the other two options by increasing dues \$30.00 and adding 30 new members each month. Discussion on reducing communications costs monthly. Motion made by Robert Brough to get a line of credit for \$100,000, taking \$50,000 to pay off credit card load. Credit rate not to exceed Seconded by Wesolowski. Substitute motion by John Hedges to refer to the finance committee to authorize the Treasurer to seek a line of credit loan from multiple financial institutions, with an interest rate not to exceed 8-1/2%, and closing costs not to exceed \$600. Seconded by Patrick Tipton. Unanimous approval by roll call vote.

B. Dan Wesolowski discussed convention loss mitigation. The Belle of Louisville costs based on the current 64 attendees could cause a loss of \$3,800 to \$6,000. Plan to promote members signing up now or open it up to local citizens known to MVPA members. Need to sell 100% of the vendor tables. Priority to military vehicle vendors but then open table sales to non-traditional vendors. Seeking sponsorship or donations. Need to revisit the tours. Kilroy President, John Detherage, working local donations for the auction. The MVPA will honor the 70%-30% split to the local affiliate. Discussion on the host affiliate (MVPA Board versus local affiliate). Dan Wesolowski stated it was an MVPA hosted event but we will split auction proceeds with the Kilroy affiliate. Discussion on canceling tours. Discussion on RSVP for dinner and tour events. Suspense dates must be honored.

8. Public Comment. See attached notes from the Zoom Chat

9. Announcements

- A. Next Board meeting proposed for 5-2-2025.
- B. Committee Participation. Encourage membership involvement in committees.
- C. Chris Doran mentioned that the judging standards for Motor Pool class will be changed based on member input.

10. Adjournment: Patrick Tipton made a motion to adjourn the meeting. Seconded by John Hedges. Meeting adjourned. Meeting concluded at 9:38pm EDST.

Attachments:

- A. Finance Slides
- B. Zoom Chat Notes

Location of Zoom Meeting:

https://us02web.zoom.us/rec/play/wPsjSBad18_tJsIV8FSOjbPOAtOQujq8ZMUnQLxPaYaPCo4cNmVp7F3gbeLXA7iLL4WcE0AOdVPrOEB7.WKrsEjK_17wVzPbq?accessLevel=meeting&canPlayFromShare=true&from=share_recording_detail&continueMode=true&componentName=rec-play&originRequestUrl=https%3A%2F%2Fus02web.zoom.us%2Frec%2Fshare%2FNro8luYrBV_zrXt_3mZZHbgEWXdgaCYIEvoVsBy_45gn6dYbHU3JNeDyHSirXJlq.hsGiu32_VdRuEgE_%3Ffbclid%3DIwY2xjawJ4fINleHRuA2FlbQlxMABicmlkETExS3cxTFVSdjFaVWhPTE8zAR6M1WDa14Q_eti2zja_PsthYVLSqa0GcyKFtUGmnX59mgAGjJWvxvmqPhQyLA_aem_7m0PILucJW8wPamTTsEXKw

Question and Answer Period:

Q: Seth Alberts. What is the status of judging for the upcoming convention. A: The judging program is a full go with a hard deadline of May 25th.

Q: Bob Young. More business information I the HiM and dedicated emails. A: We will discuss how to better communicate the business of the association. Will start a GoogleDocs page.

Q: Ron Williams. Is this this the old board or new board. A: This is the new board. Jame Brough was not on the old board, she is Bob Brough's (treasurer) wife. She is assisting with the financials using her experience as an accountant and former IRS supervisor.

Q: Dan McLaren. Is Kevin Emdee staying on as President ex-officio? A: TBD. Will look at the bylaws and policies to determine his status going forward.

Q: Verne Jenkinson. The nominating committee did a lot of work prior to the removal of the old board. Will those nominees be put forward for vote. A: Yes.

Q: Doug Suzukovich. Are there any members on the nominating committee. A: No. A new committee will be formed, and the timeline will be extended. No time or work has been lost.

Q: Bob Young. A good time to bring in an Executive Director and a DOGE-like committee. A: If we afford one, we would get one. The challenge is for every member to recruit five new members.

Q: Doug Suzukovich. Has all work has stopped now. A: No, all work is continuing.

Q: Dan McLaren. No Canadian board members. A: This is an international organization comprised of primarily US members. Not a DEI initiative. All members are encouraged to join and run for the board.

Q: Bob Young. How much credit card interest are we paying? A: ~\$1,000 per month.

Q: Lucas Sparks. Do the current liabilities include the debt incurred during the take-over. A: Yes

Q: Natalio Banchemo. Why are the expenses on credit cards so high? A: In the past expenses on the credit cards was done to realize reward points in the production of the

magazine. Investment account withdrawals were frozen, and day-day-expenses were put on the credit cards.

Q: Doug Suzukovich. Bring in an independent auditor. A: We cannot afford an auditor, and we have the expertise within the MVPA membership.

Q: Dan McLaren: Belle of Louisville is paid by sponsorship. A: We do not believe that is the case.

Q: Doug Suzukovich. If we are losing money, show us where and how. A: It is outlined on the charts.

Q: James Blehm. Can we get the slides. A: Yes

Q: Lucas Sparks. Cannot read the slides. A: We will post the slide deck for member review.

Q: Verne Jacobsen. Who has the credit cards. A: The HQ staff.

Q: Lucas Sparks. Did an attorney approve the same officers serving on both boards of directors? A: No prohibition by MO statute.

Q: Doug Suzukovich. Is SMVPA paying their portion of the legal bills. A: There is no obligation of the SMVPA to pay but we are looking at possibilities for payment.

Q: Lucas Sparks. Wrong about recording meetings. A: The policy was that recording be destroyed. A: From this point forward, meetings will be recorded and posted, not destroyed.

Q: John Hedges. Bad microphone quality. A: Will address the microphone issue.

Q: Doug Suzukovich. What are our current membership numbers. A: About 3,500, 3,100 paid, remainder are life and complimentary memberships.

Q: Mark Ingram. Are we looking for any grants. A: Yes

Q: Ron Williams. Expensive magazine costs. A: Members love the magazine. It is a great publication. We need to work on additional advertisers. Will look at similar publications for good and bad practices.

Q: Scott Cepak. Is the new board going to respond to member's emails. A: Yes

Q: Victoria Campbell. Other car clubs buy judge's breakfast. A: Yes we will continue our judging program and the sponsorship and judge's breakfast (Hagerty).