

Marion Military Institute
Alumni Brigade Board of Directors Meeting
April 13, 2018

Roll

Present: Camie Jones, Lewis Shirley, Reki Mae Parker, Lesley Dyer, Logan Gray, Sam Givhan, Ed O'Neal, Lee Baker, King Curry, Bill Lawson, Bill Bright (phone), Lee Liles, Dan Hartzog, Jody Sanders, O'Neal Holmes

Welcome

Lewis Shirley called the meeting to order at 11:30 AM, welcomed and thanked everyone for their participation, and opened the meeting with prayer. He acknowledged Ed O'Neal as being alumnus of the year.

Approval of Minutes

Lee Baker made a motion to forego the reading of the minutes and approve as provided; Sam Givhan seconded the motion. Motion passed.

President's Report

Mr. Shirley thanked everyone for their support during his illness. He thanked Mrs. Holmes and Camie Jones for stepping up and taking care of his responsibilities. He thanked everyone for supporting his leadership during his time as president.

Treasurer's Report

In Stewart Crawford's absence O'Neal Holmes presented the financial report with the year-end statement and Statement of Activities (please see attached). Mrs. Holmes let the board know that the 2nd quarter will be sent out via email, as they did not have time with Alumni Weekend to prepare the quarterly report. The following balances from all accounts: MMI Foundation- \$72,990; RSA - \$67,377; the Arthur Wilkerson CD at Marion Bank & Trust- \$11,000; with total assets of \$151,367. Mrs. Holmes presented the management report through February 2018. Please see attached. She mentioned that the regional events this quarter were the Montgomery and the West Alabama Mixer and thanked all who hosted. The Merchandise sales were \$482.90 for the quarter and school support expenses were for the QM Patio renovation and promotional items. \$10,000 was placed in the RSA investment account.

Lee Baker asked where the Brigade is on memberships and what is the composition of the \$10,000 in the 1st quarter. Mrs. Holmes responded that the majority of the memberships come in the 1st quarter and the revenue is comprised of lifetime memberships, regular memberships, and a \$1,000 gift. Mr. Liles asked how many lifetime memberships were reflected in the 1st quarter. Mrs. Holmes answered that she will get back to them and send out in an email.

Mr. Liles brought up for discussion the potential of the lifetime memberships stalling out the general membership revenue. Mrs. Holmes answered that the Brigade has diversified their revenue streams including, Parents Platoon, Dove Shoot, merchandise, and the possibility of adding additional fundraiser. Dan Hartzog added that he continues to give to the Brigade even though he is a lifetime member. He suggested adding on the form, for additional donations to the Brigade. Lee Baker suggested that the Brigade should earmark a portion of the Lifetime Memberships for the Brigade investment. Lesley Dyer commented that the Brigade did just that this year with the \$10,000 investment. Mrs. Holmes commented on Mr. Baker's suggestion that the Brigade could create a temporarily restricted account for a portion of the lifetime memberships and then make a contribution to their investment account annually. Mr. Baker reiterated how important it is to make sure that the Brigade is able to sustain itself in the future. Mrs. Holmes mentioned that we can bring this up for discussion at the next meeting.

Lee Baker made motion to accept the Treasurer's report as read and Lesley Dyer seconded. Motion passed.

Strategic Planning Committee Report

Logan Gray reported that the strategic planning committee met five times to develop a strategic plan that compliments the MMI strategic plan. The draft was sent to the board electronically for review prior to the meeting. He mentioned that he will present this to the general membership.

Mrs. Holmes commented that the plan is a working document that can be changed as the needs of the Brigade change. Mr. Gray added that the purpose of the document is for a member read about the plans for the Brigade and to be able to plug into an objective that best suits their talents. Lesley Dyer commended the document and added that this has advanced and formalized the mission of the Brigade Board. Mr. Shirley asked if MMI's leadership and the Foundation Board has approved this document and Mrs. Holmes replied that COL Mollahan and Mrs. McKee have been sent a copy of the draft. She also added that the document complies to the affiliation agreement with the school. Mr. O'Neal reassured the Brigade Board that the Foundation Board would be in favor of this plan.

Logan Gray made a motion to approve the strategic plan. Lesley Dyer seconded the motion. Motion carried.

Bylaws Committee Report

Lee Baker presented the draft of Conflict of Interest Policy. This policy of the policy is to promote transparency and accountability, and avoid even the appearance of a conflict of interest. Mr. Baker mentioned that the form and policy mirrors the MMI foundation's policy. Lesley Dyer asked if the substantial nature clause had been defined and Mr. Baker answered with yes that the committee assigned \$5,000 per calendar year as the definition of substantial. Lee Liles asked what type of incident would constitute a conflict of interest. Mr. Baker and Mr. O'Neal stated that the examples are listed in the document. Ms. Dyer mentioned that as we continue to grow as an organization, having these policies in place will help us to be transparent. Mr. Baker added that this policy is considered a best practice according to the Association of Non Profits. Lesley Dyer made the motion to accept, Camie seconded the motion. Motion passed.

Mr. Baker presented the proposed motion to approve the repeal and removal of Addendum 1 Endowment from the bylaws of the Brigade. Mr. Baker commented that he had discussed this with many of the founding Brigade Board members the intent of this motion. He also added that Mrs. Holmes posted the proposed motion on the website 30 days prior to the meeting as stated in the bylaws. He provided context to the motion and reminded the Board that this was the one hold over from the previous bylaws. Mr. Baker assured the Board that he would like to create restrictions and guidelines for the investment account to act as a "fence" and the funds would be used to ensure the sustainability of the organization.

Lee Liles pointed out that the motion states to repeal and replace and the justification says to repeal and replace. Mr. Baker stated that the motion language is correct and the intent is to repeal and remove. Mr. Liles said that the original intent of the funds was to sustain the Brigade. Mrs. Holmes pointed out that it is time consuming to access the capital due to the restriction placed on it that requires a general membership vote, which only meets annually. The new investment language allows the board to access the investment funds in a timely manner if so needed. Mr. Baker suggested that the Board place further restrictions on the fund in the near future and that the Board requires an affirmative vote of 75 percent of the voting Board members to access the funds. Mr. Liles commented that this is significantly lowering the bar to access the cash. Lewis Shirley asked if the Board has ever accessed the funds in the past and Lee Liles responded that they had accessed it once to pay for a gift the school to purchase paint ball equipment. Lee Baker offered to draft the proposed language before the next board meeting.

Dan Hartzog commented that the original intent of the funds was to perpetuate the Brigade in the event that MMI was moved to Anniston. He also is in favor of building a fence around the funds to protect the corpus of the funds. Mr. Baker suggested that they consider keeping at least two years of working capital as the corpus, that would increase as the budget increased. Dan Hartzog proposed that the restrictions should be unanimous instead of only 75 percent. Lee Liles, Lee Baker, and Lesley Dyer expressed concern about setting the unanimous restriction because of the possibility of one person not being in favor. Discussion for the specifics of the "fence" was tabled to next meeting and Mr. Baker stated that he will present the motion tomorrow and relay that the intent of the board to place the above restrictions on the investment account.

Lee Liles made a motion that that the bylaws committee draft a document that creates a fence for the investments that will provide protection for the corpus and explicit intent for the use of the funds. Dan Hartzog seconded the motion. The motion carried.

Membership Committee Report

Lesley Dyer presented the report. She looked at the strategic plan to inform her first steps which is to increase alumni engagement and increase annual and lifetime members. Ms. Dyer presented an elevator speech to the Board and challenged them to give the membership and MMI Alumni Connect pitch to 5-10 alumni. She also asked the Board to identify class agents. Mrs. Holmes added that MMI Alumni Connect asks each new registrant if they are interested in helping. Ms. Dyer also asked for committee member volunteers and reminded the Board that she will be asking ad hoc members as well. Mrs. Holmes nominated Ethan Hamilton for the position. Ms. Dyer informed the Board that the initial training for class agents will take place in late May.

Executive Director's Report

MMI Alumni Connect: 350 users. She reported that the membership committee will be challenged with helping increase this number.

Memberships: The Alumni Brigade has 1,107 members, annual 503, parents platoon 234, and lifetime 370.

Events: Mrs. Holmes reported the following events:

Graduation – May 5th

Birmingham Mixer – May – waiting on host to iron out dates

Board Meeting – July 28th

Huntsville Mixer – August 3rd

July Board Meeting: Mrs. Holmes asked if the Board would prefer a Thursday or a Friday event. She told the board that she will send an email to follow up with them.

Membership Renewals: Mrs. Holmes stated that a letter will be going out to the membership to solicit renewals and additional donations.

With no other business the meeting was adjourned.

Respectfully Submitted,
O'Neal Holmes, Executive Director