



COMMEMORATIVE AIR FORCE

GENERAL STAFF MINUTES

December 2, 2016

The Commemorative Air Force General Staff convened in a regularly scheduled meeting on Dec. 2, 2016 at the Magnolia Hotel Dallas Park Cities, Dallas, Texas.

General Staff members participating: Rick Bell; Randy Buttram; J. W. Don Johnson; Bob Lawrence; Mark Novak; Gerald Oliver; Kim Pardon; David Pasahow; Doug Rozendaal; Randy Wilson

General Staff members absent: Larry Lumpkin

Others present: Stephan Brown, CEO; Adam Smith; Floyd Houdyshell; Steve Buss; Donna Blalack; Bill Shepard; RozeLyn Beck; Lindsey Peña; David Oliver; Jim Lasche; Bob Stenevik; Brad Pilgrim; Neils Agather; Deena Clausen; Dennis Fennessey; Dennis Schell; Philip Beegle; Susan Pshevlotski; Jonathan Oliver; Steve & Toni Rabroker; Wayne Kennedy; Gena Linebarger; Steve Bolin; Brent Collins; Michael Clinton; Alan Brooks; Carla Weathersby; via phone Leah Block

CALL TO ORDER

Pasahow called the General Staff meeting to order at 1:05 p.m.

QUORUM CALL

Pasahow assured a quorum was present.

The CAF Headquarters Staff introduced themselves.

MINUTES

Motion by Bell to approve the minutes of Oct. 7-8, 2016. Second by Pardon. Motion approved without objection.

Neils Agather, Gerald Oliver and Jonathan Oliver addressed the board concerning ride program fees, the direct mail program and the B-29/B-24 Squadron business model. *A follow-up from HQ Staff is requested on the direct mail program. Amended 1/6/17*

MONITORING REPORTS

American Airpower Heritage Foundation Board Report

Agather reported that the board heard a presentation from US Trust members, led Byron Sanders.

The board recommended approval by the staff to seek grants and donations. The So. Cal. Wing requested a loan from the AAHF in the amount of \$325,000.00 to cover construction cost overruns and requirements. The AAHF recommends approval of the loan.

Motion by Novak to approve a loan from the AAHF to the So. Cal. Wing in the amount \$350,000.00, for 12 months at Frost Prime +0 variable. Second by Rozendaal. Motion unanimously approved.

American Airpower Heritage Flying Museum Board Report

Brooks reported that the AAHFM board recommended the sale of Navion, N8600 and that the proceeds from the sale go into the Restoration Grant Fund.

Motion by Wilson to sell Navion, N8600 and place proceeds in the Restoration Grant Fund. Second by Bell. Motion unanimously approved.

Financial Dashboard

Houdyshell requested approval to seek grants in 2017.

Motion by Johnson to approve seeking grants in 2017. Second by Rozendaal. Motion unanimously approved.

Houdyshell requested approval to seek hotel/motel grant requests in 2017.

Motion by Wilson to approve seeking hotel/motel grant requests in 2017. Second by Pasahow. Motion unanimously approved.

Motion by Rozendaal to approve Weaver as audit firm for 2017. Second by Pardon. Motion unanimously approved.

CEO Report

Brown gave an update on the Rise Above: WASP Kickstarter campaign and the beginning of 12 Planes of Christmas.

Gulf Coast Wing Move - Kennedy made a presentation regarding the unit's request to move the unit to Conroe, Texas. The board supported the move.

High Sky Wing Loan Request - Linebarger, Bolin, Collins and Clinton addressed the board, requesting a loan of \$121,000.00 to the High Sky Wing. Brown supported their request.

Motion by Rozendaal to loan the High Sky Wing \$121,000.00, to be repaid over a five year period at Frost Bank Prime + 0% interest. Second by Pardon. Motion unanimously approved.

Nik Coleman Proposal - Brown, Smith and Pardon spoke regarding a proposal to film *That's All, Brother* restoration, sent by Nik Coleman.

Motion by Bell to approve \$50,000.00 expenditure and to evaluate next steps. Second by Lawrence. For: Bell, Buttram, Johnson, Lawrence, Oliver, Pardon, Pasahow, Rozendaal, Wilson. Against: Novak. Motion passed.

Wings Over Dallas Results/Recap/Lessons Learned - Oliver gave a recap of the success of Wings Over Dallas. He completed his report with news that Frost Bank has agreed to be the title sponsor for the next three years.

The tentative date for Wings Over Dallas 2017 is Oct. 13-15. The date will be confirmed after ICAS 2016.

CAF and AAHM Personnel - Brown drew the board's attention to an organizational chart displaying the number of headquarters staff positions that are held by new employees.

Marketing Report 2016 - presented by Block
Membership Report 2016 - presented by Buss
Operations Report 2016 - presented by D. Oliver and Lasche
Education Report 2016 - presented by Shepard
Development Report 2016 - presented by Beck
Finance Report 2016 - presented by Houdyshell

Annual Plan - Key Strategic Initiatives 2017

Marketing Plan 2017

Presentation by Block

Membership Plan 2017

Presentation by Buss

Operations Plan 2017

Presentation by D. Oliver and Lasche

Education Plan 2017

Presentation by Shepard

Development Plan 2017

Presentation by Beck

Finance Plan 2017

Presentation by Houdyshell

Executive Session - The General Staff moved into Executive Session

Motion by Wilson to recess at the call of the chair. Second by Pardon. Motion approved without objection.

General Staff Meeting
Dec. 3, 2016
8:30 a.m.

The Commemorative Air Force General Staff reconvened in an Executive Session meeting at 8:30 a.m. on Dec. 3, 2016 at the Magnolia Hotel Dallas Park Cities, Dallas, Texas. The regular session began at 9:20 a.m.

General Staff members participating: Rick Bell; Randy Buttram; J. W. Don Johnson; Bob Lawrence; Mark Novak; Gerald Oliver; Kim Pardon; David Pasahow; Doug Rozendaal; Randy Wilson

General Staff members not participating: Larry Lumpkin

Others present: Stephan Brown, CEO; Adam Smith; Floyd Houdyshell; Steve Buss; Donna Blalack; Rozelyn Beck; Lindsey Peña; Keegan Chetwynd; David Oliver; Jim Lasche; Bob Stenevik; Karen Waller; Brad Pilgrim; Neils Agather; Deena Clausen; Dennis Fennessey; Dennis Schell; Philip Beegle; Susan Pshevlotski; Alan Brooks; Carla Weathersby; via phone Leah Block; Keith Bjerke

CALL TO ORDER

Pasahow called the General Staff meeting to order at 9:20 a.m.

QUORUM CALL

Pasahow assured a quorum was present.

Pasahow reported that there was a motion made in Executive Session that was tabled until January.

National Airbase Business Plan

Smith began by playing the National Airbase fly-through. Following that, Agather introduced Karen Waller, with Dini Spheris. Waller will be conducting a feasibility study for the National Air Base. Smith then completed his presentation.

Finance Committee Recommendations (2017 Budget)

Motion by Novak to approve the revised Headquarters Budget. Second by Rozendaal. Motion unanimously approved.

Motion by Novak to approve the National Airbase Budget. Second by Pardon. Motion unanimously approved.

Two Corporation Discussion/Action

Brown presented his rationale for placing the National Airbase under the American Airpower Heritage Museum (AAHM).

Motion by Pardon to move the National Airbase and the Education Department over to the AAHM. The AAHM will not own or operate flying aircraft as of 1/1/17. Second by Bell. Motion unanimously approved.

Members will be added to the AAHM board in January.

Unit Satisfaction Survey Follow Up

(A survey of Unit Leaders was recently undertaken by Pasahow, Wilson and Lawrence. They attempted to contact 50 leaders and succeeded in speaking to 39. The survey looked for needs the units might have for Headquarters assistance. Items often mentioned were advice on fundraising, marketing, membership information, recruiting and retention, technology and inter-unit communication. Overall the reception by leaders was positive and they appreciated the calls. Taken from the July 16 minutes.)

Ad Hoc Committee Reports

Members, Units, Programs and Services, members; Lawrence, Pardon, Buttram, Wilson. Lawrence gave a report of the things the committee was looking for from Membership Dept.

Aircraft Operations Members: Lumpkin, Bell, Rozendaal. Bell believed the information was covered in earlier Operations reports.

Finance: No report.

Governance: Pasahow led discussion regarding a board retreat to consider governance education in the first quarter. The board tentatively chose Feb. 3-5, 2017 for their retreat.

General Staff Election Results

Brown presented a draft letter from Weaver that showed election results to date. Letter made a part of these minutes.

Chief of Staff 2017 Discussion

Pasahow stated the discussion occurred in Executive Session.

2017 Meeting Calendar

The calendar was tentatively accepted.

Other Business

Ten Year Strategic Vision was discussed.

The January meeting will be Friday (only) Jan. 6, 2017.

Motion by Pardon to adjourn. Second by Bell. Motion approved without objection.

Respectfully submitted,

Floyd S. Houdyshell

Floyd S. Houdyshell
Secretary/Treasurer



November 30, 2016

Commemorative Air Force, Inc.
Attn: Donna Blalack
P. O. Box 764769
Dallas, Texas 75376-9904

Re: Election Results

Thank you once again for allowing us to assist you in the General Staff Election. Our procedures (other than planning) were limited to:

- Observing ballot distribution process
 - To help ensure that all members requesting a ballot were on the membership list and showed IDs prior to receiving a ballot.
 - To help ensure that none of the members on the absentee ballot request list received a ballot at the general membership meeting.
- Collecting and controlling ballots at the general membership meeting
- Directly receiving absentee ballots
- Tabulating all ballots

Official results will not be finalized until December 13, 2016. As of November 30, 2016, the ballot count is as follows:

<u>Committee Nominees</u>	<u>General Membership Meeting</u>	<u>Absentee Ballots</u>	<u>Total</u>
Col. Philip Beegle III	132	210	342
Col. Deena Clausen	129	202	331
Col. Dennis Fennessey	127	213	340
Col. Dennis Schell	128	219	347

Total Ballots (Meeting and Absentee) through 11/30/16: 1,360

Absentee ballots will continue to be tabulated as long as they are postmarked by November 28, 2016.

Sincerely,

WEAVER AND TIDWELL, L.L.P.