

**Board of Directors
of the
The 2nd Florida Volunteers Living History, Inc.
June 5, 2010
Semi-Annual Meeting Minutes**

Directors in Attendance:

There was a quorum present for this meeting.

Present:

Clay Kearney
Tim Saunders
William B. Speir, Jr.
John Suskey
Larry French

Absent:

None.

The Semi-Annual Meeting of the Board of Directors of the Corporation was called to order by President Clay Kearney 9:00 AM at the Cracker Barrel Restaurant in Altamonte Springs, Florida. Proper notice had been given to all directors of the meeting in accordance with the Bylaws of the Corporation.

Old Business:

I. Minutes to the January 16, 2010 Meeting. The Minutes of the January 16, 2010 meeting of the Board of Directors were reviewed by each member of the Board of Directors. The minutes were accepted as written.

There was no additional old business to come before the Board.

New Business:

I. New Officers. The President requested that the Board appoint new officers, including President, so that the President could focus on the Infantry Unit while someone else focused on the needs of the Corporation. The President had already approached two members to take on new roles within the Corporation.

Bill Speir requested that a Recording Secretary be appointed to serve as scribe and take notes during meetings where the Secretary could not be in attendance. This is because of the likelihood that the Secretary will be moving out of state soon. The Secretary will continue to act as the Compliance Officer of the Corporation, filing annual IRS and Florida forms, maintaining the Corporation's web site, and publishing meeting minutes and annual reports for the Board and the Corporation – all of which can be performed anywhere in the country. Larry French volunteered to take on this responsibility.

The new slate of officers was recommended as follows:

Clay Kearney – Director and Chairman of the Board

John Suskey – President and Director

Tim Saunders – Vice President and Director

Bill Speir – Corporate Secretary and Director

Larry French – Director and Recording Secretary

Dwight Dorr – Treasurer

The motion was made and seconded to accept this slate of officers. Discussion followed. The question was called and the slate of officers was elected by unanimous vote.

The Secretary will update the web site and the Annual Reports for the new officers, and will coordinate with the new Treasurer for photo, biographical information, and completing the Conflict of Interest survey that is required to be completed by all directors and officers before they can begin their new duties.

II. Dues. The Outgoing President asked the Board to discuss dues. During the discussion, it was pointed out that, as a non-profit corporation, dues are the primary method of fundraising performed by the Corporation, which is within the IRS guidelines. The paying of dues gives the members of the Corporation benefits that are not available to non-members. These benefits include: being able to vote for Board of Director Openings, being eligible for Board openings and Corporate Officer openings, being able to vote for unit officers and NCOs, being eligible for election to unit officer and NCO positions, being provided coverage under the Reenactor Insurance the Corporation purchases for each member, and being able to deduct Reenacting and Living History expenses incurred for Corporation activities from one's individual income tax returns. Non-members cannot take advantage of these benefits, which is why it is important to always know who has paid their dues. The Board decided to keep the current dues structure and to better promote the benefits of paid membership to help with member retention.

III. Treasury. The Outgoing President asked the Board to discuss the current treasury balance. The Secretary pointed out that the IRS expects all non-profit corporations to spend what they collect, but it is not necessary to spend what is collected each year. Money collected in one year can be reserved for future, planned expenditures, but the Corporation needs to have a specific plan for those funds that is being worked on.

In previous Board meetings, the funds in the Treasury were earmarked for educational activities, and the Education Committee was to present recommendations for educational programs and recommendations for educational expenditures. To-date, no recommendations have been made by this committee.

The Incoming President presented his idea that the treasury needed to be used for three primary goals: educational activities, reenacting activities, and recruiting activities. The Incoming President appointed Committees to focus on these three areas.

Tim Saunders and Larry French were named co-chairs of the Education Committee.

Clay Kearney was appointed chair of the Reenacting Committee.

Larry French was appointed chair of the Recruiting Committee.

The Incoming President reminded the new committee chairs that they were to enlist the aid of the membership to support the committee efforts, rather than attempt to do all the work themselves. The Incoming President directed the committee chairs to prepare annual goals and an annual budget that would be used to earmark the current funds in the Treasury and help plan for future fundraising activities. These budgets will be used to set the annual Corporation budget that will be presented to the membership at the Annual Meetings. The chair of the Reenacting Committee was directed to coordinate with the Infantry and Artillery unit commanders to establish the goals and budget for each unit.

The Artillery Unit Commander requested that the dues paid by the Artillery Unit be used to help offset the expense of conducting the USFAA Artillery School in April. The motion was made and seconded to provide \$160.00 from the Treasury to offset expenses. Discussion followed. The question was called and the motion was approved by unanimous vote. The Incoming President directed the Outgoing President to forward the funds to the Artillery Unit Commander as soon as possible.

IV. Other Discussion. The Secretary volunteered to coordinate all publishing-related activities in which the Corporation may wish to get involved.

There was no additional new business to come before the Board.

The motion was made and seconded to adjourn the meeting. The vote was taken and the meeting adjourned at 10:20 AM. The next regular meeting of the Board of Directors will be scheduled for early 2011 after the new Board Members are elected.