



**AMERICAN LEGION NEWPORT HARBOR POST 291**  
**215 15<sup>th</sup> Street, Newport Beach, CA 92663**  
**SPECIAL GENERAL MEETING MINUTES**  
**Via GoToWebinar**  
**Wednesday, April 29, 2020**

Review of webinar process and key user controls

Meeting called to order at approximately 1910 hours

Invocation: Chaplin Ken Wilson

Pledge of Allegiance: Commander Jon Reynolds

**Roll Call:**

- |                                                                           |                                                                 |                                                                |
|---------------------------------------------------------------------------|-----------------------------------------------------------------|----------------------------------------------------------------|
| <input checked="" type="checkbox"/> Jon Reynolds, Commander               | <input checked="" type="checkbox"/> Bob Wine, Finance Officer   | <input checked="" type="checkbox"/> Kevin Van Otterloo, M.a.L. |
| <input checked="" type="checkbox"/> Mike Berdine, Adjutant                | <input checked="" type="checkbox"/> Rich Fraenzimmer, Historian | <input checked="" type="checkbox"/> Robert Wright, M.a.L.      |
| <input type="checkbox"/> Bob Brennen, 1 <sup>st</sup> Vice - excused      | <input checked="" type="checkbox"/> Bob Grundmeyer, Sgt-at-Arms | <input checked="" type="checkbox"/> Rich Whitlinger, M.a.L.    |
| <input checked="" type="checkbox"/> Anthony Morales, 2 <sup>nd</sup> Vice | <input checked="" type="checkbox"/> Ken Wilson, Chaplain        | <input checked="" type="checkbox"/> Wayne Zippi, M.a.L.        |
| <input checked="" type="checkbox"/> Jim Updike, 3 <sup>rd</sup> Vice      | <input checked="" type="checkbox"/> Chase Wickersham, Ser. Off. | <input checked="" type="checkbox"/> Nick Giordano, M.a.L.      |
| <input checked="" type="checkbox"/> Doug Nye, Jr. Past Comm               | <input checked="" type="checkbox"/> Burt McChesney, Judge Adv.  | <input checked="" type="checkbox"/> Eric Schroeder, M.a.L.     |

**Honored Guests:**

**Reports from Legion Family Members & Other Guests:**

**Commander Jon Reynolds** - Per projected presentation

**Current Status of Annual Election Planning**

- **National American Legion**
  - Canceled 2020 National Convention
  - All current National Officers to remain in place until 2021
  - Recommended all Departments and Posts also cancel annual elections and for all current officers to remain in place until 2021
- **Department of California**
  - Department representative agreed with Post 291 approach to election
  - Recommends all Posts follow their own bylaws and the law
  - Currently still plans to hold annual Department Convention in Visalia on Friday 26 June 2020
  - Ballot to be sent to all Posts by Friday 1 May for vote on bylaws changes
  - All Posts still required to submit Certification of Officers no later than 20 days prior to Annual Convention — i.e., by Saturday 6 June 2020 [Department Bylaws Article V, Section 9.]

### Status of Annual Election Planning (cont)

- **Post 291 Election Committee and Campaign and Election Rules Committee**
  - Assess alternatives and make recommendation for 2020 Post 291 election
  - Assumptions
    - Election to be conducted before end of May
    - Traditional election procedure at Post conflicts with official health orders on "stay-at-home" and "gatherings"
    - Need to avoid putting members at health risk
    - Limited opportunity for candidates to campaign
  - Options Considered
    - Controlled flow of voters into polls and social distancing while waiting
      - ☒ Too much exposure and interaction
    - Drive-through with volunteers handing out and collecting ballot in parking lot
      - ☒ Too much exposure and interaction
    - Mail-In ballot
      - ☒ Too much exposure and interaction; not enough time
    - Contract out to Election Service
      - ☒ Not enough time; computer access
    - Adopt National American Legion recommendation to cancel election and retain current officers in place for another year

### Status of Annual Election Planning (cont)

- **Post 291 Election Committee and Campaign and Election Rules Committee**
  - Recommend canceling annual elections and for all current Post officers to remain in place until 2021
- **Post 291 E-Board**
  - Unanimously approved canceling 2020 annual elections and for all current Post officers to remain in place until 2021
- **Post 291 Bylaws**
  - Enable canceling annual election — subject to approval by Membership
    - Article 2.2.
    - Article 9.1.1.
- **California Corporations Code — Nonprofit Mutual Benefit Corporations**
  - Enable canceling annual election — subject to approval by Membership
    - Title 1, Division 2, Part 3, Chapter 2, Article 2, Section 7220, Subdivisions (a) and (b)

### Summary:

#### Cancelation of Election and Retaining Current Officers in Place until 2021

- National American Legion strongly recommends it.
- Post 291 E-Board unanimously approved it.
- Post Bylaws and California Corporations Code permit it — with Approval by Post Membership.
- Approval by Post Membership Required for Temporary Waivers of:
  - Post Bylaws Article 7.4.1. — Officers may serve beyond 12 months
  - Post Bylaws Article 7.4.2. — Extension of terms for Members at Large
  - Post Bylaws Article 7.5.2. — Cancelation of Annual Election

## **New Business**

The following motion was made: WHEREAS, the Coronavirus (COVID-19) pandemic health crisis has had a profound negative impact on Post 291 organizational activities and business operations and has caused unprecedented health risks for its members to physically gather at the Post; and

WHEREAS, the National American Legion:

- Canceled the 2020 National Convention;
- Directed all current National Officers to remain in place for another year; and
- Recommended that all Departments and Posts also cancel annual elections and for all current officers to remain in place until 2021: and

WHEREAS, based upon the recommendation of the Post 291 2020 Election Rules and the Election Committees, Post 291 Executive Board unanimously approved canceling the 2020 annual election of Post 291 officers and to retain the current Post 291 officers in place for another year, until 2021; and

WHEREAS, Post 291 Bylaws, Article 9.1.1., enables the Membership to approve a temporary waiver to Bylaws Articles that would permit canceling the 2020 annual election of Post 291 officers and to retain the current Post 291 officers in place for another year, until 2021; and

WHEREAS, California Corporations Code for Nonprofit Mutual Benefit corporations, Title 1, Division 2, Part 3, Chapter 2, Article 2, Section 7220, Subdivisions (a) and (b) enables the Membership to approve changes to bylaws provisions that would permit canceling the 2020 annual election of Post 291 officers and to retain the current Post 291 officers in place for another year.

NOW, THEREFORE, be it

RESOLVED, that on this date of Wednesday 29 April 2020, the Membership of Newport Harbor Post 291 of The American Legion approves a temporary waiver of Post 291 Bylaws, Article 7.4.1. and approves all current Post officers to serve beyond 12 months and to serve until 30 June 2021; and

RESOLVED, that on this date of Wednesday 29 April 2020, the Membership of Newport Harbor Post 291 of The American Legion approves a temporary waiver of Post 291 Bylaws, Article 7.4.2. and approves any current Members at Large whose term would normally expire in 2020 to serve until 30 June 2021, and approves other current Members at Large to continue their same residual incumbency through 30 June 2021; and

RESOLVED, that on this date of Wednesday 29 April 2020, the Membership of Newport Harbor Post 291 of The American Legion approves a temporary waiver of Post 291 Bylaws, Article 7.5.2. and approves canceling the annual election of Post officers for 2020.

## **Discussion**

A member commented that, since some of the E-Board members are up for re-election, that the E-Board vote should be considered invalid.

Several members pointed out the crisis leaves little choice in this matter and expressed support for the motion.

It was noted that, since the E-Board vote was unanimous and some of the E-Board Members at Large are not running for re-election, the vote of the E-Board was valid.

**M/S/C: The above motion was approved as read and written by a voice vote with one “nay” vote.**

Good of the Legion

**Good of the Legion  
Announcements and Other Comments**

- **On Going Post Operations — Summary**
  - Post 291 is closed — until further notice
  - Bar, Restaurant, and Banquets are closed — until further notice
  - All meetings, events, and entertainment at the Post are canceled — until further notice
  - Marina is open — and slip renters and dry storage renters have access to and use of their vessels
  - Takeout food service is offered and available, 12:00 noon to 6:00 pm daily
  - Reopening Planning Committee being appointed to explore options and methods for reopening the Post

**Reminders**

- **Post Parking Lot**
  - Not a "picnic area." — Takeout customers must pick up food and depart.
  - Parking only for:
    - Employees on Duty.
    - Post Officers on Official Business.
    - Marina slip renters.
- **Events Canceled or Postponed**
  - ALYC Opening Day. Sun 3 May
  - Memorial Day Ceremonies at Pacific View and Post 291. Mon 25 May
- **Events Under Study for Cancellation**
  - Fourth of July Celebration at Post. Sat 4 July
  - Purple Heart Recipients Luncheon. Thu 6 Aug
  - World War II and Korean War Veterans Luncheon. Thu 13 Aug
- **Upcoming Meetings — All by Videoconference**
  - Regular Monthly E-Board Meeting Thu 7 May
  - Regular Monthly General Membership Meeting (GMM) Wed 27 May
- **Post 291 Membership Goal for 2019-2020: 4,096**

Chaplin Ken Wilson said the closing prayer.

The Meeting was adjourned at approximately 1940 hours.

Respectfully submitted,

Mike Berdine  
Adjutant  
Newport Harbor Post 291 of the American Legion

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