



AMERICAN LEGION NEWPORT HARBOR POST 291
215 15th Street, Newport Beach, CA 92663
GENERAL MEETING MINUTES
Via GoToWebinar
Wednesday, May 12, 2021

Review of webinar process and key user controls

Meeting called to order at approximately 1350 hours

Invocation: Chaplin Ken Wilson

Pledge of Allegiance: Commander Jon Reynolds

Recess for onsite voting – approximately 1355 hours

Reconvene at approximately 1900 hours

Review of webinar process and key user controls

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 checked="" type="checkbox"/> Bob Brennen, 1 st Vice	<input checked="" type="checkbox"/> Bob Grundmeyer, Sgt-at-Arms	<input checked="" type="checkbox"/> Brian Fleming, Jr., M.a.L.
<input type="checkbox"/> Anthony Morales, 2 nd Vice	<input checked="" type="checkbox"/> Ken Wilson, Chaplain	<input type="checkbox"/> Wayne Zippi, M.a.L. - excused
3 rd Vice	<input checked="" type="checkbox"/> Cory Vigil, Ser. Officer	<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:

Auxiliary – Dana Johnston, Executive Committee Member – Troop shipping planned for May 15. May is Poppy Month

SAL – No report.

American Legion Yacht Club – Bruce Batcheller, Commodore – Supplied an overview of ALYC activities including Monday night racing, past and upcoming cruises, and model sailing.

Honor Guard – Brian Fleming Jr., Commander – Activity is building compared to last year. Has added one additional team member.

General Membership Meeting Minutes: Commander Reynolds requested the following motion be made by the members

A motion to approve the Minutes of the April 14 General Meeting.

M/S/C the motion to approve the Minutes of the April 14 General Meeting carried.

Officer Reports:

Commander Jon Reynolds - Per projected presentation

Commander's Comments / Report

- **Recent Activities**

- Parking Lot Slurry Seal Coating Tuesday 27 April
- Seawall Cap discussion with City Officials Tuesday 4 May
- E-Board Meeting 6:30 pm Thursday 6 May
- Bylaws Update Draft Approved

Revised City Plan for Seawall

- Existing concrete seawall cap will not be replaced
 - Spalling areas will be filled and cosmetically smoothed
- Wale Beam across the length of the seawall will be used with tiebacks to reinforce and strengthen seawall
- Expected to result in ≈ \$1 million saving for the project
- Amendments to Permits will be requested
- Anticipate RFP release ≈ October 2021
- Revised Plan deletes requirements for and **avoids**:
 - Raising seawall height by 18 inches
 - New gangway
 - New drains
 - New water standpipe

Commander's Comments / Report (cont)

- **Upcoming Events / Meetings**

- Armed Forces Day Saturday 15 May
- Troop Shipping — Auxiliary 10:00 am Saturday 15 May
- Fins and Fairways — SAL 8:00 am Friday 28 May
- Memorial Day Ceremony 10:30 am Monday 31 May
- E-Board Meeting 6:30 pm Thursday 3 June
- GMM 7:00 pm Wednesday 9 June
- Installation of Officers 4:00 pm Sunday 13 June
- Flag Day Monday 14 June
- Independence Day Sunday 4 July
- Department Convention [Videoconference] Friday 25 June
- National Convention Phoenix, AZ Friday 27 Aug

Reopening Planning

- **Reopening Planning Committee:**
 - Conducted careful review and analysis of latest direction and guidance — State, County, City, CDC, CDPH
 - Blueprint for a Safer Economy — Activities and Businesses
 - www.cdph.ca.gov — Thursday 15 April 2021
- **COVID-19 still here**
 - Primarily a respiratory illness
 - Transmitted among humans mostly by airborne particles and aerosols expressed from the lungs, mouth, and nose of infected individuals
 - Continuation of health and safety protocols is essential
 - Appropriate facemask usage
 - Social Distancing
 - Ventilation
 - Sanitation of shared surfaces and equipment

Officer Reports – continued

Expanded Reopening of Post

• Outdoor Events			
◦ Gatherings	[50 people or less]	Thursday	15 April
◦ Music			
• Hootenanny		Tuesday	11 May
• Line Dancing		Tuesday	11 May
• Bands — West Patio			
◦ Saturday Afternoons — with Dancing		Tuesday	15 June
◦ Thursday Evenings — Jazz Nights		Thursday	24 June
◦ Burn Your Own		TBD	
• Indoor Events			
◦ Post Family Organizational Meetings		Tuesday	15 June
◦ Banquets and Hall Rentals		Tuesday	15 June
◦ Popular Music (Tuesday Evenings)		Tuesday	22 June
◦ Dinner Dance (Dinner Music)		Friday	25 June
• Health and Safety Protocols			
◦ Facemasks		— Continuing; modified	
◦ Social Distancing		— Continuing	
◦ Ventilation		— Continuing	
◦ Sanitation of shared surfaces and equipment		— Continuing	

Adjutant Mike Berdine – No Adjutant report

1st Vice Commander Bob Brennen – Membership – No report.

Commander comment: Membership Summary

Post 291 Membership Summary

End of April 2021

• Membership — Wednesday 31 March 2021		3,709
◦ Plus (During April 2021):		
• Member Renewals for 2021	15	
• New Members	24	
• Transfers In	3	
• TOTAL ACCESSIONS during April	42	
◦ Minus (During April 2021):		
• Member Deaths	3	
• Transfers Out	Unknown	
• TOTAL ATTRITIONS during April	3	
• Membership — Friday 30 April 2021		3,748
• Membership Goal for 2021:		3,991

2nd Vice Commander Anthony Morales – No report

Jr. Past Commander Doug Nye – No report.

Continued next page

Officer Reports – continued

Finance Officer Bob Wine – is in-charge of Post Financial Operations.

Cash Flow

Newport Harbor Post 291			
Condensed Cash Flow Projection for the Period 05/11 - 07/31/21			
	05/11 - 05/31	06/01 - 06/30	07/01 - 07/31
Cash Inflows-			
Membership fees	\$ 3,000.00	\$ 3,000.00	\$ 60,000.00
Marina rents	18,162.00	26,000.00	26,000.00
Curbside/Restaurant sales @ \$3500/day	73,500.00	105,000.00	108,500.00
Hall rentals	250.00	5,000.00	2,000.00
Banquet food	840.00	22,625.00	8,600.00
Facility fees			60,000.00
Total Cash Inflows	95,752.00	161,625.00	265,100.00
Cash Outflows-			
Food & bev. Cost (@ 45%)	33,453.00	57,431.25	52,695.00
Payroll (Includes P/R taxes & WC)	45,000.00	80,000.00	80,000.00
Insurance (Health, liab., Marina, D&O)	1,829.00	15,289.00	9,444.00
Covid-19 Cleaning	3,000.00	4,000.00	2,000.00
Repairs and maintenance	10,000.00	1,000.00	1,000.00
Telephone & utilities	3,765.00	3,520.00	3,375.00
Rent	-	11,500.00	11,500.00
All other expenses	4,470.00	8,286.00	7,971.00
Total Cash Outflows	101,517.00	181,026.25	167,985.00
Monthly Cash Increase (Decrease)	\$ (5,765.00)	\$ (19,401.25)	\$ 97,115.00

Revenue and Expenditures

Newport Harbor Post 291			
Condensed Business & Membership Revenue & Expenditures			
01/01/-04/30/21 and 01/01/-04/30/20			
	Current Year Thru April 30th	Prior Year Thru April 30th	Change
Business:			
Revenue	\$ 457,456.00	\$ 539,741.00	\$ (82,285.00)
Expenditures	606,655.00	698,739.00	(92,084.00)
Net of Revenue and Expenditures	(149,199.00)	(158,998.00)	9,799.00
Membership:			
Revenue	93,742.00	142,080.00	(48,338.00)
Expenditures	112,412.00	125,288.00	(12,876.00)
Net of Revenue and Expenditures	(18,670.00)	16,792.00	(35,462.00)
Combined Totals Before Other Income	(167,869.00)	(142,206.00)	(25,663.00)
Other Income:			
Facility Fees	68,120.00	60,060.00	8,060.00
PPP loan forgiveness	254,100.00		254,100.00
Total Other Income	322,220.00	60,060.00	262,160.00
Combined Net of Revenue & Expenditures	\$ 154,351.00	\$ (82,146.00)	\$ 236,497.00

Officer Reports – continued

Historian Rich Frauenzimmer – No report

Sergeant at Arms Bob Grundmeyer – No report

Chaplin Ken Wilson – No report

Service Officer Cory Vigil – Presented by Ken Wilson

**AL291 Donation Committee Report
To the E-Board May 6, 2021**

Current Financial Results: 6517 VEAF Restricted expenses is \$30,002.86 for the year 2021.

Current balance in the VEAF restricted account is \$115,014.05

Veterans Served in April:

1. Martin, **ARMY veteran**, requested rental assistance for \$1,887.00. Referred by Santa Ana VA.
2. Jaber, **AIR FORCE veteran**, requested assistance with motel voucher for \$327.05, referred by Battle Buddies Bridge VOA. Veteran was linked to housing at Villages of Cabrillo in Long Beach.
3. Rowland, **ARMY veteran**, requested assistance with motel voucher for \$460.00. Referred by the HB American Legion to cover second week.
4. Hernandez, **USMC veteran**, requested assistance with motel voucher for \$522.85. Referred by Jamboree Housing and has been linked to 1736 Family Crisis Center for HUD-Vash voucher.
5. Willard, **USMC veteran** family, requested assistance with mortgage and HOA fees for \$1,409.72. Self-referral.
6. Brown, **AIR FORCE veteran**, requested rental assistance for \$1995.00 and \$318.40 for Edison bill. Newport Beach resident self-referral.
7. Ramon, **AIR FORCE veteran**, requested motel voucher for \$506.77 and has been referred to Tierney Center and Families Forward for permanent housing.
8. Ornellas, **ARMY veteran**, requested motel voucher for \$454.18 and linked to Santa Ana VA for housing. Referred by Tierney Center.
9. Huilzar, **NAVY veteran**, requested motel voucher for \$400.00. Referred by Humvee program and linked with Santa Ana VA and Tierney Center for ID.
10. Evans, **USMC veteran**, requested assistance with internet bill for \$149.98 and \$100.00 Walmart card. Referred by the Tom Boscamp from the Region 8 meeting. Student Veteran.
11. Amber Gonzalez, ARMY spouse, requested \$200 Walmart and \$50 TJ Maxx cards.

Total is \$8780.95

1 veteran referred to Veteran Service Officer for Fee Waiver.
4 homeless veterans were assisted and linked to VA housing.
2 veterans linked to legal services with Veteran's Legal Institute.
10 veterans referred for employment services.
2 student veterans were assisted with financial assistance.

Donation applications or Important Information:

Donated \$800 to the Tustin Resource Fair on 4/10/2021. 15 military families attended and were given gift cards as they are seeking services for transition.

\$500.00 for The Life Aid Connecting Women Retreat to feed 20 women veterans.

Judge Advocate Burt McChesney – No report.

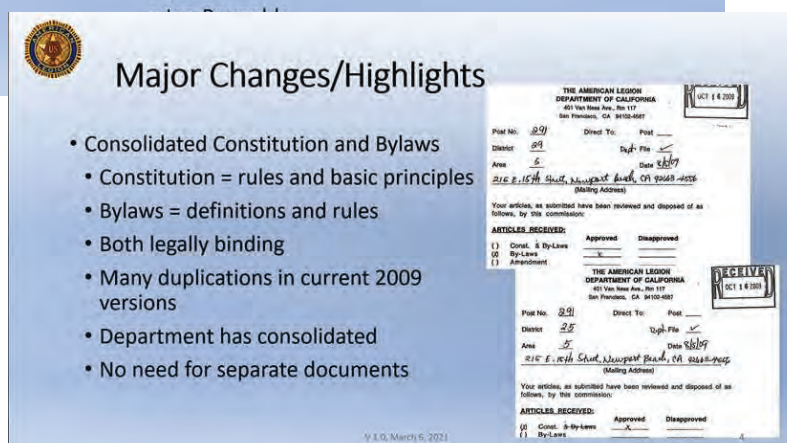
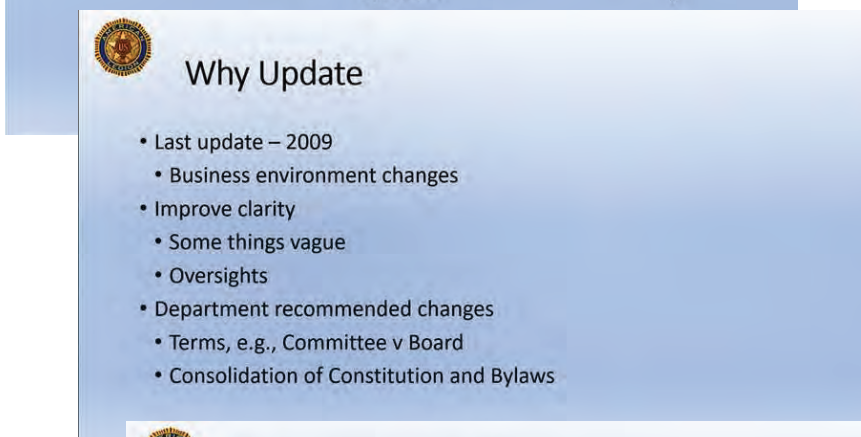
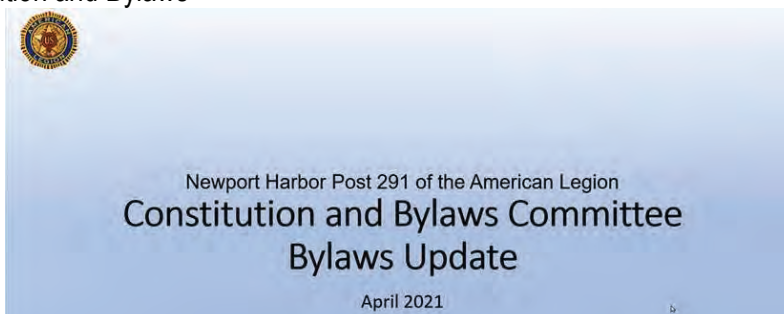
Members at Large – No report

Unfinished Business

No unfinished business.

New Business

- Constitution and Bylaws



New Business

- Constitution and Bylaws – continued



Major Changes/Highlights

- Added detail to Purpose and Objectives – Article 2.1

ARTICLE II
Purpose and Objectives

2.1. **Purpose: Mutual Helpfulness and Support.** This Post exists for the benefit of its members and to provide mutual helpfulness and support to military veterans. Its members are military veterans who have served on active duty in the military of our country since December 7, 1941, and who pledge to promote the principles stated in the Declaration of Independence and the Constitution of the United States, and the principles and policies as set forth in the foregoing Preamble and in the National and in the Department of California Constitutions and Bylaws. The Post is also intended to be a Community Center for Legionnaires and shall be operated to encourage social participation and improve civic relationships.

2.2. **Objectives.** Objectives of Post 291 and its organization are:

2.2.1. **Support to Members and Their Families.** Provide an attractive, inviting, and affordable facility and place to gather and to meet for military veterans and their families.

2.2.2. **Support to Other Military Veterans and Organizations.** Provide support to military veterans needing assistance and to their families and other deserving military and charitable organizations.

2.2.3. **Community Service.** Serve the community in sponsoring civic and community events – especially those involving and emphasizing law and order, patriotism, Americanism, children and youth, and veterans affairs and rehabilitation.

2.2.4. **Fundraising.** The Post shall encourage members and the local community to participate in fundraising for organizations dedicated to help both military veterans and active-duty military personnel needing assistance.



Major Changes/Highlights

- Updated membership eligibility – Article 4.1
- LEGION Act – July 2019
- Eligibility opened to all who have served since December 7, 1941

ARTICLE IV
Membership

4.1. **Eligibility for Membership in The American Legion.** Individuals who have served on active duty in the United States Armed Forces since December 7, 1941 and who are still active, retired, or have been honorably discharged are eligible for membership. The eligibility dates for membership in The American Legion are those dates and conditions set forth in the LEGION Act of 2019.



Major Changes/Highlights

- Changed all Executive Board to Executive Committee – Entire document
- Department standard term

4.7.1. **Rights.** An individual Post member in Good Standing has the customary rights of membership, including the right to:

- (1) Run for an elected Post office,
- (2) Attend and vote at General Meetings and Special General Meetings,
- (3) Attend **Executive Committee** meetings, and
- (4) Appeal to the Department of California Commander for grievances that cannot be resolved at the Post.



Major Changes/Highlights

- Includes reference to California Corporation Code – Article 5.2.3
- Help guide Executive Committee decisions

American Legion Auxiliary to comply with such Rules, Regulations and Policies while at the Post.

5.2.3. **California Corporations Code.** California Corporations Code: Title 1, Corporations; Division 2, Nonprofit Corporation Law; Part 1, General Provisions and Definitions; and Part 3, Nonprofit Mutual Benefit Corporations shall also govern the operations of the Post corporation.

5.2.4. **Priority of Authority.** In the event of any conflict, the higher priority authority will prevail. The order of priority is:

- (1) The American Legion (National) and California Corporations Code,
- (2) Department of California of The American Legion,
- (3) Post Bylaws, and
- (4) Post Rules, Regulations, and Policies.

New Business

- Constitution and Bylaws – continued



Major Changes/Highlights

- Added specific corporate responsibilities – Article 5.5
- Help guide Executive Committee decisions

5.5. Corporation Board of Directors and Officers. The elected officers of the Post shall also serve as the elected Board of Directors for the Post's California nonprofit mutual benefit corporation, California Corporation Number C0110515; and, as the Board of Directors, shall ensure the Post complies with the California Corporations Code. The officers of the Post corporation are:

- (1) Chief Executive Officer (CEO). The Post Commander shall serve as the corporation Chief Executive Officer (CEO) and Chair of the Board of Directors.
- (2) Chief Financial Officer (CFO). The Post Finance officer shall serve as the corporation Chief Financial Officer (CFO).
- (3) Corporate Secretary. The Adjutant shall serve as the corporation Corporate Secretary.



Major Changes/Highlights

- Added detail to Campaign Rules and Election Voting and Process Rules – Article 5.7.2
- Clarify roles and responsibilities

5.7.2. Campaign Rules and Election Voting and Process Rules.
5.7.2.1 Candidates for office may campaign based on their experience, philosophy, plans and ideas, and goals and objectives. All candidates must treat other candidates with respect as members of The American Legion. The Executive Board will update and provide the Campaign and Election rules to be approved by the membership at the February General Meeting. The rules will specify the campaign restrictions, and the activities allowed by the candidates as well as the process to be followed by the Election Committee to establish eligibility of voting members and the counting of ballots.



Major Changes/Highlights

- Added detail to Election Rules and Election Committee Authority – Article 5.7.3.2
- Clarify roles, responsibilities and authority

5.7.3.2. Election Committee Authority. The Election Committee:

- (1) Is authorized to remove a candidate from the ballot if that person refuses to comply with the Campaign Rules, the Election Rules, or instructions of the Election Committee;
- (2) Is the sole authority for reviewing election materials and campaign materials for suitability and acceptability. The Executive Committee shall have no role in this review process;
- (3) Shall prohibit any communications from Post 291 resources related to any campaigning by any candidates. A complete list of confirmed candidates will be published on the Post 291 website, along with the date, location and time of the election.

- (4) Is the sole authority for arranging the use of the Post Membership list by candidates in accordance with California Corporation Code and Post 291 membership list usage procedures. The Executive Committee shall have no role in this process.
- (5) Shall be the only persons responsible to certify the results of the election.




Major Changes/Highlights

- Added detail to Election Voting Process and Rules – Article 5.7.3.5
- Allows either in person paper ballots or electronic polling

- (5) If in-person paper ballots are used, each ballot cast for each office must be preserved in such a manner that if the election is questioned, the votes may be verified by a recount. If printed ballots are used, the Election Committee places the voted ballots in a sealed packet together with its report (signed by at least a majority of the Election Committee) and delivers the packet, sealed, to the Adjutant. This sealed packet shall not be opened except by order of the Executive Committee for the purpose of verifying the vote or destroying the packet.
- (6) If electronic ballots are used, the Election Committee will review the balloting process prior to the election to assure that the system is secure, the Members' votes will be anonymous, and that Members will not be allowed to vote more than once. The Election Committee will also assure that the results of the election are delivered directly to the Committee or Committee's designee.

New Business


- Constitution and Bylaws – continued



Major Changes/Highlights

- Increased number of petition signers from 25 to 5% of members – Articles 5.8.2 and 14.4.1
- 25 signers are only 0.6% of Post 291 members

5.8.2. Recall. All officers, including the Junior Past Commander, can be recalled (relieved from responsibility and authority of an Executive Committee member) by majority vote of members in good standing present and voting at a General Meeting following the recall announcement at a previous General Meeting. A petition signed by 5% of Post members, or by at least two-thirds of all voting-eligible elected officers, can initiate a recall. After the Executive Committee receives the petition, the subject officer must be notified and offered an opportunity to resign. If the officer



Major Changes/Highlights

- Adds Audit as a standing committee – Article 7.2.5
- Improves oversight


7.2.5. Audit Committee.

7.2.5.1. Composition. The Audit Committee shall be composed of at least three Post Members in Good Standing selected by the Commander. Each Audit Committee member will be financially literate. No member of the Audit Committee may be a member of the Finance Committee nor have Post check signing authority.

7.2.5.2. Responsibilities. As directed by the Commander the duties of the Audit Committee shall include but not be limited to:

- (1) Arranging and supervising Post financial audits;
- (2) Resolve any disagreements between management and the auditor regarding financial reporting;
- (3) Meet with company officers, external auditors or outside counsel, as needed.

7.2.5.3. Authority. The Audit Committee has authority to conduct or authorize investigations into



Major Changes/Highlights

- Adds Judicial Committee Review to Amendments Procedure – Article 14.5
- Ensures amendments are legal before Post membership approval

14.5. Amendments Procedure. The general procedure for enacting an Amendment to the Post Bylaws that originates from this Post shall employ the following steps:

14.5.1. Judicial Committee Review. The Judicial Committee shall review the Proposed Amendment for compliance with Section 14.3 and Section 14.4 and prepare a summary and analysis of the proposal describing the proposed change(s) to the Bylaws and their effect on Post governance and operations. If the Judicial Committee determines a proposed amendment fails to meet the requirements of Section 14.3 or 14.4 it shall be returned to the proponents with a written explanation.

14.5.2. Post Membership. Proposed Amendments that do not conflict with National or Department

Online Voting Overview

- Doug Green
 - Turn off all webcams
 - Names from onsite voting removed from eligibility for online voting
 - Will do role call
 - When name called turn on webcam and show membership card
 - Once validated, will send voting invitation with link

Convene Online Voting Validation

Recess for online voting – approximately 2045 hours

Reconvene at approximately 2210 hours

Election Committee Chair Mike Lipscombe

- Election results
 - Commander 231 votes cast
 - Evin Planto – 124 votes – Commander elect
 - Mike Berdine – 107 votes
 - First Vice Commander 232 votes cast
 - Brian Fleming Jr. – 121 votes – First Vice Commander elect
 - Burt McChesney – 111 votes
 - Second Vice Commander 212 votes cast
 - Anthony Morales – Second Vice Commander (uncontested)
 - Third Vice Commander 230 votes cast
 - Cindy Baker – 126 votes – Third Vice Commander elect
 - David Zamudio – 104 votes
 - Finance Officer 218 votes cast
 - Bob Wine – Finance Officer (uncontested)
 - Historian 215 votes cast
 - Richard Frauenzimmer – Historian (uncontested)
 - Sergeant at Arms 228 votes cast
 - Bob Grundmeyer – 118 votes – Sergeant at Arms elect
 - Michael Mailman - 110
 - Chaplain 216 votes cast
 - Ken Wilson – Chaplain (uncontested)
 - Member at Large - majority of votes cast
 - Kevin Van Otterloo – 186 votes – Member at Large elect
 - Dennis DeRosia – 176 votes – Member at Large elect
 - Mike Schubert – 51 votes

Good of the Legion

Chaplain Ken Wilson said the closing prayer.

The Meeting was adjourned at approximately 2240 hours.

Respectfully submitted,

Mike Berdine
Adjutant
Newport Harbor Post 291 of the American Legion