

**THE ARKANSAS NATIONAL GUARD FOUNDATION**

P.O. BOX 663  
NORTH LITTLE ROCK, ARKANSAS 72115

**MEMORANDUM FOR RECORD**

**SUBJECT:** Minutes from the 21 November 2017 Arkansas National Guard Foundation (ANGF) Board of Directors Meeting

1. The ANGF Board of Directors met on 21 November 2017 at 1400 in the NGAA conference room on Camp Joseph T. Robinson and called to order by COL Damon Cluck.

2. COL Russel Betts made a motion to approve the minutes. COL James Treece seconded the motion. The motion passed.

3. In matters of old business:

b. COL Betts made a motion to establish a working group of COL Cluck, MG (Ret) Penn, and Gary Wynn to research the support agreement between Heifer, International and Heifer's endowment to provide a model for a support agreement with NGAA, with the model to be presented to the board at the January 2018 strategic planning offsite. COL Treece seconded the motion. The motion carried.

c. COL Betts recommended that we update the investment policy statement with the updated names and duty positions of board members since the transition of MSG Frisby. He further noted the updated policy statement should be signed by all members of the board. He further noted that members of the investment policy committee meet with proposed investment managers to choose the best option. No motion was required.

4. In matters of new business:

a. COL Cluck proposed an offsite to be held in Hot Springs. Consensus was reached on 23-24 JAN 18 for dates. MG (Ret) Penn recommended the board invite Maj. Gen. Berry attend an outbrief on the 24<sup>th</sup>.

a. MG (Ret) Penn presented a proposal to amend the bylaws and articles of incorporation to change the name of the endowment to the Arkansas National Guard Foundation in accordance with a previous motion passed in the December 2016 strategic planning offsite in Hot Springs, AR to change the name. COL Betts made a motion to accept the amendment; SFC Howard seconded the motion. The motion passed.

c. MG (Ret) Penn presented a recommended by-law change at enclosure 2 to enable the foundation to write grants to "organizations with similar missions" in addition to IRS recognized charitable organizations to be able to potentially facilitate pass through of funds generated from casino gambling should it be passed in the next state

legislative session. COL Betts made a motion to allow NGAA to obligate up to \$1,500 for legal fees to research this proposed change. Mr. Wynn seconded the motion; the motion carried.

d. Mr. Lamb made a proposal to move the foundation cash account from Arkansas Federal Credit Union to Simmons First National Bank due to higher yield rates and for ease of management. COL Betts made a motion to accept the proposal; COL Treece seconded the motion. The motion passed.

e. COL Betts made a motion to adjourn; Lt. Col. Culley seconded. The motion passed.

A handwritten signature in black ink, appearing to read 'Kendall W. Penn', with a long horizontal flourish extending to the right.

KENDALL W. PENN  
Executive Director  
National Guard Association of Arkansas

2 Enclosure:

1. Old Business Checklist for Next Meeting
2. Proposed By-Law Change.

## ENCLOSURE (Old Business Checklist)

1. Change of foundation name from National Guard Association of Arkansas Endowment to the Arkansas National Guard Foundation (Dec 16 Strat Plan/Bus Mtg); **Complete**
2. Require NGAA and EAANG to submit yearly requests for disbursement from their sub-funds NLT 1 APR yearly (Dec 16 Strat Plan/Bus Mtg)
3. Review support agreement between NGAA and ANGF and set reimbursement rates for administrative support provided to the foundation. (Dec 16 Strat Plan/Bus Mtg)
4. COL Betts stated he will bring a list of possible fund managers for the foundation to consider with a recommendation for hire. (Dec 16 Strat Plan/Bus Mtg)
5. Reallocate funds to match the Schwab investment model (Apr 17 Bus Mtg)
6. Status of EAANG members to fill board vacancies. (Apr 17 Bus Mtg) **1 position still vacant and SFC Howard departs on 1 APR.**
7. Replace MSG Frisby on the investment committee with EAANG member. (Apr 17 Bus Mtg) **Ongoing; to be filled by SFC Howard upon retirement as president of EAANG.**
8. Add MG (Ret) Penn to Schwab account and Penn and Lamb to AFCU account. (Apr 17 Bus Mtg) **Change to Schwab account ongoing; Change to AFCU complete**
9. Procure fundraising consultant to meet with the fundraising committee. (Apr 17 Bus Mtg) **Ongoing**
10. Report on MWR auditing firm costs and status of Priddy and Holyfield contract. (Apr 17 Bus Mtg) **MWR firm not interested; a different firm has expressed interest but has not yet submitted a bid.**
11. Cost out and budget for an errors and omissions policy for board members (Jun 17 Bus Mtg) **Complete**
12. Invite Maj. Gen. Berry to the outbrief on 24 JAN 18 at the annual offsite. (Nov 17 Bus. Mtg) **COL Stanger will attend**
13. Staff recommended by-law change enabling the foundation to deal with like type organizations with Rose Law Firm to ensure it doesn't affect the foundation's non-profit status. (Nov 17 Bus. Mtg.) **Ongoing**

Enclosure 1 (Old Business Checklist)

14. Update by-laws and articles of incorporation with the name Arkansas National Guard Foundation (Nov 17 Bus. Mtg.) **Complete**

15. Move foundation cash account from AFCU to Simmons First National Bank (Nov 17 Bus. Mtg) **Complete**

## Enclosure 2 (Proposed By-Law Change)

Under the authority of the National Guard Association of Arkansas Endowment Bylaws, Article XIII, Section 1, the following proposed Amendments to the Bylaws and Articles of Incorporation are being presented to the Board of Directors for discussion:

Proposed Amendment I. The corporation currently known as, National Guard Association of Arkansas Endowment will henceforth be known as The Arkansas National Guard Foundation.

Proposed Amendment II. The language of the Fourth Article of Incorporation currently states:

“The corporation is organized exclusively for charitable, religious, scientific and educational purposes under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.”

If accepted, the new language proposed will read as follows:

“The corporation is organized exclusively for charitable, religious, scientific, and educational purposes under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or other organizations whether or not they are exempt under the Internal Revenue Code of 1986, as long as they are a like-minded organization with a similar mission to that of the Corporation.”