



# NATIONAL RENDEZVOUS AND LIVING HISTORY FOUNDATION

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## *National Rendezvous and Living History Foundation* Board of Directors Meeting Minutes April 5, 2007

### **Call to Order**

**Allen Benslay / Chair** called to order the meeting of the **NRLHF Board of Directors** at **10:11 a.m.** on **April 5, 2007**.

### **Roll call**

Bob Kellogg conducted a roll call. The following persons were present:

Allen Benslay  
Larry Clark  
Joe Crimmins  
Wade Reynolds  
Jim Badders  
Bill Irons  
Jerry Middendorf  
Jay Hando  
Bob Kellogg

### **Absent:**

Lisa Allred  
Thomas Fern

Chuck Went  
Addison Miller

Also in attendance:

Winston Roland – President NMLRA  
John Lammons  
Ruth Py  
Rita Lurvey – Booshway MWPR 07  
James Vauehen – Booshway/ SEPR 08  
Ron Sikes- Parliamentarian - pro tem  
Mike Radke

**Approval of Minutes**

Approval of the draft minutes from the December 13, 2006 Phone Conference.

Motion to accept minutes as submitted:

Motion made by – Joe Crimmins

Seconded by – Larry Clark

Motion Passed - unanimous

**Reports:**

*Publications Committee* -Lisa Allred  
Working on Corporation Sponsorship

*Finance Committee* – Joe Crimmins

We have 2 certificates of deposit

1 at Huntington state bank moved to Wachovia bank

1 at West Banker – West Virginia, control of this account is still in transition.

The checking account can be monitored by Joe Crimmins and Allen Benslay at any time on line. Joe has checkbook, but Allen could write a check if need be.

Leppy asked why contract workers were being paid \$10.00 an hour and not minimum wage. Joe Crimmins stated that “I have hired 4 different stay at home moms to help with paper work for the time being, none are guaranteed a certain number of hours”. Joe negotiated the price.

*Ethics Committee* – Larry Clark written report enclosed.

*Strategic Planning – Jim Badders*

Grants, State and Federal for Historic sites are available.  
Corp of Discovery has possible- Don Ricetti gathering info.  
ONW Natural Resource grant of \$500.00 on track  
Eastern PR Historical cooking recipe grant being pursued.  
NEPR- a grant to publicize on the Radio is being pursued.

*ADULT & YOUTH CAMP ACTIVITIES - Ruth Py*

More teen seminars needed  
List of people who have done seminars, with subjects to be sent to Lisa.  
More seminars in gate book? But added to at event and posted.  
Ruth's written report enclosed.

*EVENT POLICIES - Allen Benslay*

Events going as planned - No report yet.

*REPORTS OF SPECIAL COMMITTEES/AUDIT COMMITTEE-*

James Botting, James Moody, and Wade Reynolds  
Audit report parts 1 & 2 are enclosed.

Break/11:00

Reconvened/11:23

*BUSINESS OFFICE TRANSITION COMMITTEE:*

We have established a business account at Wachovia bank Joe Crimmins and Allen Benslay have account access.

Huntington bank had 7 accounts, 2 accounts still open,  
SEPR will be closed soon  
ONW will be closed soon

New business practice will be to give boosway's \$1000.00 to open their own accounts.  
At a bank that has on line banking, so they can be monitored and added to as needed. Most banks offer free checking to 501c3 accounts, [free doesn't mean no charges].  
All checks should have 2 signatures.

Account expense of more than \$10.00 need to have receipt for re-imburement.

NO check to be written to ones self?

The expense report should include line item code, to help treasure deduct amount from correct booshway budget expense.

A spreadsheet will be provided to gate on those pre-registered w/ 1 copy of pre-registered form.

We have gone to computer-generated confirmation of pre-registrations where possible, with security code, this save postage etc. [others still get written post cards] .

Master list of pre-registered to be sent to booshway's about 2 ½ weeks before vous.

We have

Fax line

Phone line

PO box

Quartermaster and business office is still in transition from WV

The administrative budget of \$43,000.00 has been cut 40%, we need to cut further, and increase revenue to come in profitable, or from \$8600.00 to \$5160.00/ rendezvous.

3 people have voiced opinion that Joe Crimmins being treasurer and officer running business office is a conflict of interest. This not true, check any corporation. Also Joe C stated that his wife is not paid by foundation {in other statement made by participants}.

BALANCE SHEET

Enclosed Dec. 31 2006

Enclosed March 31 2007

*DELEGATES REPORTS ON RENDEZVOUS-*

SEPR -08 James Vauehen at meeting Jasper AI site inspected by Allen B and approved.

SEPR-09 No booshway yet.

COD-07 Joe C on tract, made profit last year, more participation needed, only 40 people last year.

- COD-08 Let's wait and see.
- ONW-07 Lisa and Chuck, on tract, Log Cabin Shop, sponsoring shooting. Some off site seminars scheduled.
- ONW-08 No report
- MWPR -07 Jay Hando, [Rita Lurvey at meeting] on tract, Haversacks, ice etc. done.
- MWPR -08 no report
- NEPR -07 Larry Clark, on tract, wood, water, and hooter etc. on line, Booshaway and staff at this event. Camp feast a buffalo roast [raffle of buffalo shoot and buffalo robe to defray expense of Feast] the donation of enclosed trailer for foundation use procured.
- NEPR -08 Bob Kellogg, 4 possible booshways are being perused.
- EPR -07 James Badders, Booshway not clear on use of delegates to get things done? Vendors on line, etc.
- EPR -08 Addison Miller not present. James Badders – Dave Guy Wood cut, etc. on line, or ahead of time.

**OLD BUSINESS:**

AED Status- WHAT IS STATUS OF THE AED [AUTO EXTERNAL DEFIBRILLATOR] Addison Miller, no report, to be pursued by James Badders, also look into use and making it available to vous.

ASHLEY YOUNG status- Jay Hando, The program has been a success and needs to be perused by other delegates, copies need to be sent to all delegates.

*REDUCTION OF COST FOR QUARTERMASTER POSITION:*

Motion- Larry Clark; to reorganize quartermaster as a cost savings item. Move the storage to donated barn and chair appoint someone to oversee quartermaster operation.

Second- James Badders. [DELEGATE VOTE]

Vote 8 for 0 opposed  
Chair appointed Larry Clark quartermaster pro-tem

**NEW BUSINESS:**

*BOOSHWAY BUCKS*

Need inventory of what is on hand. Need record of what is paid out to participants or vendors for prizes, and what is redeemed at vous. This was done at this vous.

*BY-LAW CHANGE*

Copy enclosed-Part 3

Vote 3 in favor

3 opposed

Chair votes in favor Passed, to be approved by NMLRA

*SCHEDULE OF EVENTS FOR 2008*

Mutual agreement of named rendezvous.

300 mile no conflict rule.

NEPR could be moved to August to avoid conflict w/ONW, this will be encouraged.

*YAHOO GROUP/Wording*

Motion by Larry Clark, NMLRA AND NRLHF LOGO'S to be removed from site as these are trademarks, and this is not official site.

Second by Bill Irons.

Vote 8 in favor [DELEGATE VOTE]

0 opposed

*ATTENDANCE AT EVENTS*

Larry Clark - take a 5 year average for events attendance as to elect delegates. Example; 1200 people this year and 400 next, etc., this would even out the number of delegates over time.

James Badders – argued it isn't needed; this is one more by-law change we don't need.

### *TRADE FEE INCREASE*

Bill IRON – We need to increase trade fees to increase revenue.

Larry Clark – This didn't work at Friendship and won't work here to our advantage. At this rendezvous I didn't take in enough to cover cost.

### *VISITOR FEE*

Wade Renolds – visitor fee may need to be adjusted lower when part of the camp is closed to them or open all camp all time.

James Badders – I oppose the camp being open all the time.

Bob Kellogg – I camp alone most of the time, if camp is open to visitors all the time I can't leave my camp to compete. I oppose the camp to be open to public all the time.

### *SELLING OF MEDALLIONS:*

Jay Hondo – sell the same medallion to public to make money for foundation.

Bob Kellogg – this is a cheap way to get into an event and difficult for dog soldiers to check, sell them trap tags or a different medallion or boosway bucks. Drill a hole through dollar amount and give out red boosway bucks.

### *LAYOUT OF CAMP:*

Jay Hondo – set up camp so public can view shooting and other events and not enter personal camping area, where safe and feasible.

### *FOR THE GOOD OF FOUNDATION:*

Mike Ranke – work closer w/ MNLRA ?

Joe C. – We do not need to post NRLHF information to the public. We are a private corporation. The 501c3 status does not change this legally. We [the board] choose to have open meeting and books.

*USE OF FOUNDATION PROPERTY:*

Motion, Joe Crimmins no one can use foundation property for non foundation use without express written permission of the chairman or 2 members of the board of directors.

Second, James Badders

VOTE 8 in favor {DELEGATE VOTE}

0 opposed

By Bob Kellogg secretary pro-tem

Adjourned 3:48

Audit Report findings. Parts 1 & 2

To; Allen Benslay, Chairman  
National Rendezvous and Living History Foundation

February 28, 2007

CC; Joe Crimmins, Treasurer,  
National Rendezvous and Living History Foundation

From; Eugene Botting, Chairman  
Wade Reynolds, Member  
James Moody, Member  
Special Audit Committee  
National Rendezvous and Living History Foundation

Subject; Audit Report



Dear Sir,

Please find attached the audit report, completed to the best of our abilities, as requested. This report is being submitted in two parts. Part one consists of our overall findings, opinions, and recommendations. Part two consists of our specific findings.

Please understand that the members of this committee are not accountants, but are laymen with some inside knowledge, as active members of the Foundation, of the overall requirements of the Foundation. Our findings of discrepancies may well be, all or in part, explainable. However, we are herein presenting everything that has appeared to us to be in need of further investigation.

We have not limited our scope to 'money' per se. We were tasked to audit our practices, and that is exactly what you will find herein. Several areas of our current operating procedures deserve comment.

First of all, I will make mention of the materials supplied. Such as they were, it has proven impossible to track any one transaction from start to finish. Given this prohibition, please note that we have been able to provide NO answers in most cases, but only a myriad of questions...and some suggestions.

All documents furnished came from the Business Office through several months of efforts by the current Treasurer, Joe Crimmins. Committee Member Moody requested further documents from the Office directly, and received no reply. No further direct requests of the Business Office were pursued.

We have been furnished with the General Ledger for the year 2006. The point should be made that this is the first time that this document has EVER been furnished to anyone outside the business office, but past board meeting minutes reveal that it is NOT the first time to have been requested...it was just never delivered. This situation should be looked at and rectified immediately, if steps have not already been taken to do so.

The General Ledger itself is at best incomplete, and at worst, a travesty. Entries do not match those of the Vendor List, explanations for most of the entries are less than forthcoming, and in too many instances are just not there. Some entries may have been grouped together, but without proper explanation, this committee is unable to determine and absolutely unwilling to 'guess' at which is which. Some of the entries are impossible to reconcile, line for line. This document does in no way meet the record keeping requirements of the business office of an entity operating under single signature authority.

As a basically cash operated entity, there are no accounts payable nor accounts receivable listed nor presented to the Committee. It must be taken on faith then, that we owe no one, nor are we owed by anyone. As nothing in the records indicates any debt, this line of inquiry cannot be pursued, pending the receipt of bills.

Absolutely NO receipts have been presented to the Committee. We can determine that purchases were made via the General Ledger and Vendors Report, and the bank records show that checks were cashed, but there are no specifics as to the purchase or disposition of the goods. Clear, precise bookkeeping MUST become a priority for us.

There is evidence of disposable goods purchased for resale. There is no inventory of disposable goods on hand, therefore it must be assumed that they were utilized, sold, etc., however there is in no instance evidence of the disposition of these items. Such instance must never be repeated.

The accounting in general has been determined, in our collective opinion, to be completely unprofessional and wholly unsatisfactory.

The Committee was tasked to look at the year 2006. We further confined our investigations to Rendezvous' with which we were familiar. Therefore, most of the information discovered pertained specifically to the South Eastern and the EPR, however the recommendations made are applicable to all of our events. Most of these findings are detailed in part two, however several items should be brought up herein.

It has been determined, at least in the case of the EPR, that Treasurer overview of this event was nonexistent. Budget overruns amounted to the thousands of dollars, with no evidence anywhere that objection to these expenditures was made. The remedy for this of course falls upon we, the camping body. We MUST endeavor to elect personnel who are not only capable of performing the duties, but anxious and willing to do so. It is evident that this has not always happened in the past.

It has also been determined by this Committee that, in future, in order to avoid any appearance of impropriety, that any member of any household in which another member of said household is under paid employ to the Foundation be prohibited from (A) holding any position paid by the Foundation, and (B) actively campaigning for the election of any officer whom would have, if elected, direct authority over said paid employee. The reasons for this are self explanatory.

In the case of the EPR, it is the opinion of the Committee that too many people have spending authority. An inordinate number of the staff were making purchases. It is recommended that, when the treasurer is not available to do so, some sort of on site watchdog, if you will, unaffiliated with the Boosway and his/her staff, be assigned to oversee expenditures.

It is also recommended that an individual (s) unaffiliated with the Boosway and his/her staff be assigned as a negotiator for the purposes of arranging for the best possible deals on all amenities. Our Boosways have enough on their plate just running the event. A person with experience at negotiation would be highly beneficial, and would remove any appearance of cronyism on the part of the Boosway towards the vendors finally selected.

The \$150.00 check limit needs to be rethought. In as much as there is no number of the AMOUNT of checks one can write, this merely places undue burden upon our honest volunteers. An unscrupulous person will still be able to act in an adverse manner, even with this limit.

The authorization for payment for seminar presenters should be rethought. Ms. Pye and those who will follow her have legitimate expenses, but these are minor. We have an entire field with the experience and talent ready and willing to offer their instruction for free...we need not hire it done.

The present format of the Camp Feast should be looked at. True, it is a 'traditional' item, however so are a lot of items which we have discarded as being not beneficial to our endeavors. The camp feast, as it is now in place, is a money pit.

Authorization of several thousands of dollars for staff and land owner gifts should be rethought. Our volunteers are either just that...or they are not. Other forms of appreciation ( A very formal letter of appreciation, a communal dinner, etc.) should suffice in this instance. In the case of the land owner, they either rent us the space, in which case their rent is their reward, or they donate the space, in which case they can well afford to do so. Either way, the money spent on

gifts would do more good in our coffers than in theirs. A gift made by one of our craftsmen would be much more appropriate. Donations of same should be sought.

As we all know, our overhead is, or was, out of control. During the course of this audit, such concerns were expressed to the Treasurer, whom replied that this was something that the current administration was well aware of, and that it was being addressed at this time. Further investigation by this Committee is thereby deemed redundant.

Finally, it is HIGHLY recommended that the Rendezvous budget, once decided upon and authorized, be treated as an impenetrable wall, instead of as a mere suggestion, and that any Treasurer found to be in violation of this, without express authorization of the board, be censured.

Respectfully submitted,

Eugene D Botting   James Moody        Wade Reynolds

Committee Chair    Committee Member   Committee Member

Special Audit Committee

National Rendezvous and Living History Foundation

To; Allen Benslay, Chairman

Feb 28, 2007

National Rendezvous and Living History Foundation

Cc; Joe Crimmins, Treasurer

National Rendezvous and Living History Foundation

From; Eugene Botting, Chairman

James Moody, Member

Wade Reynolds, Member

Special Audit Committee

National Rendezvous and Living History Foundation

Subject: Audit Report, Part 2.

Dear Sirs,

Please find herein Part 2 of the Special Audit Report assigned to our Committee, comprised of the specific results of our endeavors. The time line may be patchy, as these items were discovered at different times by different people, but it is as complete as the materials from which it was derived allow it to be. Some of the conversations are reported verbatim...I believe in these instances it lends clarity. Some entries are general findings.

There is nothing 'classified' in this report, however, it was not specifically intended for publication. That decision will of course be left up to others. This is an accurate account of our discussions, findings, and frustrations resultant from our attempts to make sense of some of this material. As such, it is rough and perhaps in places unclear. However, if there are any areas for which further clarification is deemed necessary, we will of course most happily supply anything we can.

Please note; Our overall findings are that there is absolutely NOT enough material for a proper audit. We have investigated to the point that is possible from our vantage...however the data for further depth just isn't there.

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Jan 1, 2007 E Mail Discussion

Botting - Jim, I was told about a situation you had wherein you discovered an \$800.00 short fall, asked about it, was told to mind your own business, and then a day or two later the money magically reappeared. Have you got anything on that?

Moody - Gene if you are referring to the 800.00 that was missing from the 03 ONWTPR account I have copies of the bank statement and some other paper work and it was discussed at the September annual meeting at the 2003 eastern in Ohio.

I will dig out those papers and email copies to you.

Botting - Yes, I believe that IS the instance I'm interested in. Also, could you write out exactly EVERYTHING you can remember about the incident as well, who said what and when etc., and include that as well? BUT...hang onto it for the time being...just have it ready to send. I'll include these basics in the report, and if anyone needs or wants it, they can contact you.

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Feb 9, 2007 - Regarding saleable items...

...Check # 2981 was reconciled (I assume this is the day the bank made it good.) on 02/20/2006 to Thomas Fern in the amount of \$750.00 for the purchase of 'Mugs f...'. I will also assume the purchase was an authorized expense, since it WAS noted. However, without the invoice showing that they were delivered, a disposition on the mugs, AND an internal inventory listing the mugs still in our possession if any...with the material supplied, or lack thereof, I could just as easily assume that the money was spent on tea and crumpets or ice sculptures. I'm not saying it was...but you see the problem. What became of the mugs? Were they in fact purchased? Sold?

From Mr. Crimmins - Yes, check #2981 was written to Thomas Fern on 2/20/06 in the amount of \$750. for the purchase of "Mugs f...", and that check was reconciled. That is all the information that Gene has; and as he points out, it leads to nothing. The logical assumption based upon the item, mugs, and amount \$750 is that these were items purchased for resale at the Midwest Rendezvous. If that is the case we should have an income entry (\$750 plus profit) to correspond to the expense item (\$750). Of course, that in and of itself does not give the whole picture, because as Gene points out... what about left over mugs, etc.?

But, I get ahead of myself. First, was there authority for this expense? I went back to the budget for the 2006 Midwest (the one which Danny Griender, Jay Hando, and Michael Pullins signed). While it is not on the budget forms (it will be), the list of Accounts in Quickbooks lists Account 753 as Merchandise/resale. There are 5 subaccounts: 753.1 Cookbooks for sale, 753.2 Hats for sale, 753.3 Tee shirts for sale, 753.4 Fund Raiser pewter horns, and **753.5 Mugs for sale**. Of these, only .1, .2, and .3 are listed on the Budget forms. The purchase of the Mugs is **not** on the approved budget for the Midwest. So the question remains, where is the authority for this expense? NOTE: This is not the only instance of this type of expense. We still have no answers to a similar situation regarding Tee shirts at the 2006 EPR.

Two days after the check 2981 was written to Thomas Fern, Linda sent a letter with attachments to the Midwest Booshway (Kurt Steggall was Booshway, and Lynne Hando, was Clerk) reporting the status of the event. There is the following contained therein: "NO BUDGET CONCERNS AT THIS TIME.....Budget has been amended for the purchase of commemorative/fundraising mugs". Amended and approved by whom? There is no indication.

There is no paperwork in the Budget file provided to me by then Treasurer Ad Miller to indicate that these mugs were approved by anyone having that authority. There is no evidence/paperwork to support that the purchase of the Mugs was put out for bid.

Further, there is nothing to support that the mugs were purchased and resold at the event.

In accounting (and in Quickbooks as accounting software) there should be an income entry to support the sale of these commemorative mugs. Under the list of Accounts, there is in Quickbooks account 494 Trips Auctions etc.. Under this account there are 4 sub-accounts: 494-1 Raffles, 494-2 Auctions, 494-3 Trips, and 494-4 Tee shirts-cookbooks-meals-hats. It appears that income from the sale of mugs should have been budgeted and reported under 494-4 even though that sub-account was never expanded to include mugs.

The approved (signed) budget forms do not include a line for 494. If the budget was amended with proper authority, revisions needed to be done to include the expense, **and the projected income**. I have no record of this ever having been done.

Now, in all fairness, there may be paperwork to support the amendment of the budget, the bids for mugs, the sale of mugs and the income reported. As those files are being packed up for shipment, it is unlikely that we will be able to determine this anytime soon.

Now the next question. Were the mugs sold... how many were sold... how many left over... what happened to the leftovers?????

**This leads us back to Quickbooks. While we have an expense item recorded, a check written, and reconciled, we have no record of any income having been reported from the sale of commemorative mugs at the 2006 Midwest.**

When I started writing this e-mail, I thought that we could provide the Audit Committee with some Quickbooks reports and they could at least do some investigative work to determine if things were at least done properly. But, in writing this message, **I have become increasingly convinced that a comprehensive audit can not be done.**

Look at how much digging we have had to do just on this one expenditure... and we still don't have any concrete answers. Allen, I believe that you need to follow-up with Thomas Fern, Kurt Steggall, and Lynne Hando to give us answers to what happened regarding the mugs. And, I mean answers to all of the questions raised in this e-mail.

When I assumed the position of Treasurer, I expected processes to be broken... I did not expect them to be non-existent!

I agree with Gene, the bookkeeping was not something I would expect from a professional business operation (particularly one where people had single signature authority). But, please do not take what I said the wrong way. I don't see this as solely Linda's failure. Yes, I believe she was in over her head. But, this was a systemic failure. The budget process is a sham! Accountability is zero! No one has fixed anything!

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Feb 9, 2007 observation

...There are several hundreds of dollars listed throughout the Ledger listed as 'materials QM'...in that some of these occurred in February, when there was no active event, I would want complete invoicing on these expenses, in as much as storage ( charged for elsewhere ) should be all of the necessary QM expenditures at that time of year.

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Feb 9, 2007 observation

...All through the document there are listings for office supplies, fuel, etc., in the amounts that reflect the exact purchase price. Then on 4/3/2006 check # 3049 is cleared, payable to Linda Blizzard in the amount of \$500.00, and checks # 3134 and 3136 both on 6/27/2006 for \$630.77 and \$990.00 respectively, for 'expenses.' are cleared. This may have been approved, discussed, whatever...but the perfectly round numbers on a couple of these, the fact that they're under the same accounting code used for when she purchased fuel, and lack of further explanation renders it unto one of those 'glaring' things we were tasked to look for. Did she charge us for attending events? Someone told me a while ago that she did...and if these are those charges, and they were authorized, then fine. But I just can't tell.

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Feb 13 2007 - E Mail discussion.

Reynolds - I also saw where she (Linda) was reimbursed almost \$1500 on 6/27/06 pg 4 for expenses???? What did she do to incur that???. And on the same day was charged \$15 at Kroger's for gas and \$360 at the post office.(almost 1000 letters @ .37).

Botting -I addressed the 'expenses' annotations earlier on in our E Mails. Apparently, we paid Linda to attend Rendezvous. I would LIKE to know which misguided soul authorized that, but it's all moot. She's gone...and that throws a wrench into 95% of the answers we need. I would hope that there are receipts in existence for these somewhere ---I am ever the optimist.

Reynolds - This one really irks me \$1200 for hooter blind material, especially since I sell cloth. Rick had called me a long time ago (2004or 2005) and says he can get cloth for fifty cents a yd down at the docks and wanted to know if I could get it for that and I told him no. Then he goes out and gets it from Hamilton dry goods. I bet he did not get 2400 yards of cloth from him either at 50 cents per yd nor did he get bids for it either. Asking me if I can get it for .50 a yd is not the same as asking me for a bid. I believe Ron Hamilton needs to be called and find out how much he sold him and what he charged per yd . This was just last September. I guess the quartermaster does not have any rules either and HE was on the budget and finance committee at that time making all the Booshways get bids for everything that they did.

Botting -This entry caught my eye as well, but for a different reason...the quartermaster was in charge of durable items. From what I have observed, when they finish with these hooter covers, they are disposed of somehow. This should have been a Booshway expense in that case. Was Rick authorized to purchase this at the behest of the Booshway? If what he told you is true, we have (at 2400 yards) hooter blind material for the next several years stashed somewhere. Calling Hamilton for more info is indeed where to go with this one.

Reynolds - This entry is on pg 6 top of pg.-Same page \$880 for copier- repairs- New? This is the first time I have heard of it also. Who authorized that?

Botting -Joe is up on the copier thing - he told me about it in a phone call. It was a repair contract someone obligated us to for a used copier we paid WAY too much for in the first place. He put a stop to that immediately. SO that is one hole plugged at any rate.

Reynolds - According to the ledger there was almost \$4000 spent on "work PARTY" for the Eastern. Must have been a hell of a party!! Kind of hard to make any money with that being spent.

Botting - In this, we have the people all here and the purchases supposedly fresh in their mind. We SHOULD have receipts for this kicking around somewhere.

Reynolds -It was stated at the meeting IN the tavern that the money used to build it (the tavern) came out of the authorized lumber funds, AND that they had authorization to go ahead and do it. From whom I know not. Chuck Went was the one that explained that. Perhaps further inquiry with him may clear that up.

Botting -I don't think we should get too wrapped up in authorized expenses, even though they seem to us to be a horrendous waste. The board members that authorized it are I believe no longer board members, and that event is in the past. This is the meat of things that should be brought to the attention of the current board, with the proviso that you don't EVER want to do some crazy crap like this yourselves. I fully agree that this stuff looks completely out of line for what I'd have been comfortable paying for it.

(It's West Virginia...for your work party, you knock off a couple of deer, and serve steak!) But it's not germane. If we can determine that someone authorized to approve the expense did so, we shake out head, determine not to let it happen again, and for the purposes of this audit...go on.

Eastern Expenses

\$2705 Brush hogging

\$4921 Lumber

\$5711 Work PARTY

\_\_\_\_\_

\$13337 total

Reynolds - No wonder the eastern does not make money anymore

Botting - I agree...and again, there should be receipts for the hogging and lumber at the very least, and I hope there were receipts for the other as well.

Reynolds - I am not sure that all of this is contributed to the eastern but I cannot tell the difference from the ledger. I believe the work party and brush hogging lines are correct though. There is no excuse for this amount. These figures are compiled from the Eastern check book and from the general ledger. When asked at the Eastern about the tavern building expense it was no where close to these figures. The two lines in question from the ledger, for lumber are from B&B sawmill @ \$350, pg 4 and Glaspell Lumber @ \$1,025 pg 5

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Feb 13 2007

Reynolds - Should the general ledger show where bills were paid in cash at the rendezvous or does it just deal with checks? I believe I was paid in cash for some of my out of pocket expenses from the SE 06 and documenting paper work was sent in for it. Larry Clark and I sat down on the last day and closed out the books for the event. I'm not sure

about the amount but it should be in the neighborhood of \$1500 for me and around \$200 for Larry. Joe and Allen were both aware of these expenses. I do not see it anywhere on the ledger.

Botting - I don't find it either. Suppose it's rolled over into something else? I JUST CAN'T TELL! ARRGGGHH!!!

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Feb 13, 2007 - EPR Budget conversation

Reynolds - Budget line items for 2006 Eastern dated 11/20/2005 signed by Addison Miller, Who is still a delegate, and was treasurer then also

Line # Budget Amount Money Spent

601 Land Improvements \$0.... Seems this would include brush hogging...\$2705 \$2705 Over Budget

Botting -Ad Miller definitely needs to be asked about this. I'm not sure how it works, but I thought that the treasurer was supposed to ensure overruns like this didn't occur, and if found necessary, obtain authorization.

Reynolds - 602 Road improvements \$1000. Gravel; found no money spent on this \$0

Reynolds -603 Equipment rental \$ 0 Found nothing on this \$0

Reynolds -604 Gasoline \$300 a few entries, nothing significant \$200

Reynolds -605 Lumber \$3500 numerous entries \$4921

Reynolds -\$1421 over budget

Botting - Same comment as previously...Miller needs to be questioned.

Reynolds -606 Work Party Foods \$3500 numerous entries, cannot distinguish between food or gasoline or whatever, just work party entries \$5711

Reynolds -\$2211 Over budget.

Reynolds -In conclusion here's the totals:

Reynolds -Total from budget \$8300

Reynolds -Total spent \$13337

Reynolds -Total over budget \$6963

Botting - That's no way to run a chicken coop...someone needs to ask him what happened.

Reynolds -Now a convoluted explanation of how I see things:

Reynolds - The \$3500 budgeted for the lumber was to include wood for the hooter forts and ranges and whatever else wood was needed for. Well instead of using wood for the hooter covers, Rick bought cloth for \$1200 to cover them,



Botting -(My first question here, is where did the \$1200.00 originate? Is this on the ledger anywhere as Quartermaster Expense? As I said before...shouldn't that be a Boosway ( Event) expense?)

Reynolds - so that left \$1200 in the wood budget to spend on the tavern. I believe it was explained at the meeting that there was a surplus amount of money budgeted for lumber and that they did not spend it all and since it was in the budget they decided to use the leftover money and build the tavern. In reality adding the \$1200 back to the wood budget for the cloth and then saying they had this money left over was pretty slick

Botting -(If this happened this way, it is not only slick, but is absolutely unethical. It also makes one ask...how many more times has this happened?)

Reynolds -and that gave them \$2600 to build the tavern with, if you include the \$1421 that they were over budget with,

Botting -(Actually, shouldn't this count against it? This is money that was spent, gonzo, never more to be seen.)

Reynolds -and that just about coincides with the left over money for the tavern that they say they used. In other words, they artificially had \$1200 left over, and that is about what they said in the meeting was used to build the tavern.

Botting - (If this happened, it is an artificial infusion of funds...but it had to come from somewhere. Have you been able to find out under what code it originated?)

Reynolds -I do not want to let all this go and sweep it under the rug as has been done in the past. This is current enough that I think we should and can hold responsible parties accountable for this waste of our money. We may not be able to do anything, but at least we can say what happened and who was responsible. I think that's what we are elected to do.

Botting -(Well, I wasn't elected, but it SHOULD be the duty of every one of us, elected or not. (To Joe...I'm not up on the actual responsibilities of the officers...but shouldn't Ad Miller be asked about this type of situation?)

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Feb 14, 2007

Botting -I took a break from the plodding to look at this stuff from a distance, and we have some serious problem areas...that I hope we're working on rectifying.

Botting -\*\*\*EVERY adult member of the Blizzard family was on the payroll in one category or another.

Botting --- \$15,600.00 a years in wages for Linda.

Botting--- \$5400.00 a year to Linda for 'make-up'.

Crimmins -Add the two together and you get \$21,000, the amount that she was to be paid under her contract for 2006.

Botting--- Paid travel expenses for Linda AND FAMILY to all the events.

Crimmins -We paid her travel expenses to the SEPR and the MW. Her contract provides that we will pay reasonable out of pocket expenses. That includes mileage to and from the bank, Post Office, and events. Linda would get herself invited to an event and then we paid the freight. This has been stopped. I advised her that we would no longer pay gas, only mileage at the rate of \$0.45/ mile and that she needed to keep a mileage log.

Botting--- \$75.00 a month to Rick for web site services, which has me totally buffaloed Note: The one time \$190.00 VERY unusual charge has already been brought up.

Crimmins -Jan. thru July we paid \$75/mo. for web hosting. Rick's proposal was for \$55/mo+\$10/mo for Paypal+\$10/mo for Printouts and Transfers. When we did the Administrative Budget, Rick advised Lisa that we were only paying \$55/mo (\$660/yr) as we were not using the extras. I contended that we were due a \$240 refund. OK, here's where it gets tricky.  $7 \times \$75 + \$190 = \$715$ .  $\$55 \times 12 = \$660$ .  $\$715 - \$660 = \$55$ . In other words we got our refund, the additional \$55 paid as part of the \$190 on 1/25/07, was the Jan 2007 fee. It shouldn't have to be this hard... I'm getting a headache.

Botting--- Checks written to Rick for Quartermaster Supplies, none of which have yet been detailed. Note: At least one of these checks, \$1200.00 for hooter blinds, is very curious.

Crimmins---Don't know.

Botting--- \$1200.00 a year to Rick's mother for rent of a Barn.

Crimmins-Not a good deal, but a prior Board agreed to it. Rob Kellogg has volunteered use of his barn in the event that we want to do away with the QM. Interim, I support that. Long haul, would like to have 2 or 3 cargo trailers (can be towed by pick-up) strategically located in the Eastern US.

Botting--- A check for \$42.00 written to someone else to have said storage area cleaned for her.

Crimmins - We pay Janet (Rick's mother for use of the warehouse). Because of Rick's bad back we pay someone to clean and folks to unload equipment upon return from events.

Botting - Shouldn't he be paying that?

Botting--- Checks written to Linda throughout the year to keep her gas tank filled.

Crimmins - I put a stop to this!

Botting -All of these expenses may have been authorized, but at the VERY least, this has the definite appearance of impropriety. At the very worst...well we know where that road leads. It was a good deal while it lasted. At any rate, such a situation should NEVER be allowed to happen again.

Crimmins -Ahem brother... and it won't happen on my watch. Except I am looking for the proper accounting code to record my graft and corruption.

-----Feb 14, 2007 -

Observations

\*\*\* Absolutely TOO MANY PEOPLE have spending authority at any one rendezvous. The Eastern being the largest is also the most curious. There were checks floating around to pay for items authorized or purchased by darned near half the staff. That's just irresponsible. Even if we have to consider assigning an on site watch dog, something has got to be done to tighten that up. I know the Booshways arrange for their own staff---and would balk at having any sort of 'big brother' inserted to watch the cash---but I would first ensure that whomever is going to handle the money be vetted at least, to determine their suitability for the job. Cronyism when it comes to handling the cash MUST cease.

\*\*\*The way the checks are handled needs to be looked at...we paid one lady, in seven different checks, the grand total of \$39.00...for EGGs! How easy is a system of such fashion to screw up?

\*\*\*Are we getting competing bids in EVERYTHING? We paid Eastern Emblem a total of \$7,788.24 for printing costs, medallions, and T shirts. The medallions were pot metal, and NOT pewter---and although a good idea with the attachable feather...VERY fragile. Was this the only company asked to bid? Were all items sold? Were there any left? Are they in inventory? Are they for sale? Do we have an area in the new web site to advertise these items for sale?

\*\*\* We paid two of our volunteers \$14.00 each to unload a truck. What is the definition of volunteer?

\*\*\*We have paid people to put on seminars. (The \$300.00 to John Curry of course comes to mind.) This needs to stop. We have MANY well versed and well qualified volunteers to share bits and pieces of their craft with the campers, who will do so without pay. The ONLY thing we should even consider paying for are prizes...the shooters ( I am no longer one---too much rendezvous, too little time) are our back bone. We can of course pare the costs as much as possible, but quality prizes should be awarded.

\*\*\* Staff Gifts, Booshway Gifts, Land Owner gifts should ALL be looked at. Spending several thousand dollars on these items, when we are hard pressed to keep the event alive, is NOT cost effective.

\*\*\*Camp Feast. The camp feast for this year has been pared WAY down, and I think the trend should continue. The best camp feast I ever attended was a pot luck/cooking contest, with the membership voting. One rule only...you can bring a dish of goodies to attend, or you can pay to eat. The Foundation can perhaps purchase the libations...leave the food and music to those that attend.

\*\*\*Overhead. Joe is working on the administrative overhead, and has a good grasp on it. However, there ARE things we can do about our basics, ice, wood, water, trash and hooters. It's called negotiation. And it would be BEST if it be done by someone designated to do so by the Foundation, and not the Booshway. This is suggested ONLY in that it would keep the Booshway and those vendors with whom he is acquainted out of dutch, as both are probably from the same area. We have people that could con the vermouth out of an alcoholic's martini. The Foundation should get a cut of everything as well. If we hire you for \$25,000.00 to supply the hooters for one week, what's in it for us? The same with ice and perhaps trash. The wood and water may prove a bit trickier being provided probably by private individuals...but worth the attempt.

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Feb 14, 2007 Observation of Eugene Botting

The Ledger and the P&L are just not matching up. For example, I have, I have numerous purchases by Karen Went on one, but her name is no where to be found on the other. Was this entered under her husband's name? If so, I am unable to locate it as the amounts just aren't totaling up.

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Feb 14, 2007 - from Wade Reynolds.

Expense by voucher detail.

After a quick look at this report here's what caught my eye and threw up red flags.All of this has to do with the EPR 2006, because I have the budget to go by.

Cash Paid Out,..Public Day Shuttle....\$700 Spent... Budgeted \$500.. \$200 over

Cash Paid Out...Other Events, Horses...\$750 spent...Budgeted \$500..\$250 over

Karen Went And Chuck Went together had checks from the foundation office

totaling \$6203....what was the reason it was done that way??? can that be improved?

Karen received a check for \$350 for B&B sawmill, There was also an entry for B&B sawmill for \$350 .Was this a double payment or two separate orders.

Karen has two entries for gas and meetings that she attended totaling \$911.67.I do not think that the foundation needs to pay this kind of money to attend meetings. Where were the meetings and for what? Who authorized them? The budget for both (Segundo and Meetings) items totaled \$600 and there were numerous other entries associated with that budget that added an additional \$259.99 for a total of \$1171.66...Over budget \$571.66

Chris Davis \$200 for candles; Eastern For What?

Dave Long, Aid de Camp \$268 expense... \$0 budgeted

Doreen Powers Curry, Another \$160 added to pervious Segundo budget

Eastern Emblem, \$812.74 for T-Shirts, Budgeted \$0..... Gate Book printing\$3362 budgeted \$2000...\$1362 over budget

John Curry \$300 for seminar...Budgeted \$20 ....\$280 over budget

Johnny Rowe, Firewood \$4620 Budgeted \$4200...\$420 over budget....I do not see that any additional firewood was purchased at the event as the last check written to him was on 9/18/2006 .Was the bid for the actual budget amount?

John Shields...Gravel \$1126 Budget \$1000...Basically a wash ....Refer to previous Email concerning brush hogging

McCarty's Portable Toilets..\$16281...Budgeted \$13000....\$3281 Over budget....Did we get more toilets than was shown on the budget?

Ron Schuster II....prize horns \$500....Not sure how to read the budget , I believe the budget only shows Booshway Bucks and not prizes, at least that's how it is added up...Need to know how much was actually given out in Booshway bucks, which is another subject on its own that needs to be looked at for the foundation as a whole

Ruth Pye ,Seminar Supplies ..\$205.22....Already over budget from John Curry heading by \$280, with this one, its now \$485.22 over

Sedalia Development...As previously stated in earlier email \$2705 spent ..Budgeted \$0....\$2705 over budget.

Total over budget items from this list is, not counting the last item, because it is included in a previous email is...\$7810.00

Over budget items from previous email...\$6963.00

Total over the budget for both...\$14,773.00

Botting - Where in hell was the oversight?

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Feb 14, 2007 - Observations by Wade Reynolds

I agree with you on hiring a professional promoter. I said that a long time ago. One of the reasons its so hard to get a booshway is because of all the requirements for bids and budget hassles. If a booshways job was to coordinate the various internal aspects of the rendezvous such as shooting, archery, seminars, ect., then they could concentrate on having quality programs instead of having to coordinate every single aspect of the event. They could give leads to someone for Hooters, water, wood, ect. and let the negotiators deal with that. The promoter and the booshway would still work hand in hand with when hooters were needed and the such. The treasurer would work with one person for the entire season and make their jobs easier too. After doing a few the promoters knows what questions to ask from hooter companies and other vendors for various services. Being a promoter they could also get donations from various national companies, Coleman, Coke, Budweiser, Crossman Air Guns (which is happening now) or any company associated with the area of rendezvous. Donations in itself could pay the salary for their services and probably still have money left over. Anyway we have bigger fish to fry right now.

I also agree with the gifts, the only thing we did at the SE 04 and 06 was take the staff out for a nice dinner at a local restaurant. I also addressed paid travel and Eastern Emblem in my last email, but mostly as budget items. Joe I also agree with you last Email as that's what my last few email were about. There are too many loose cannons about and they are shooting up everything. This is the first time we have had any tools to work with, Such as the legers and vendor details and its really eye opening to see what was going on. Although it not nearly as detailed as it could be or should have been at least we have something...Thanks. I'm sure it will get much better.

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Feb 16, 2007 - Observations/testimony of Wade Reynolds

In essence Addison Miller was a puppet treasurer, misguided by outside influences. A perfect situation for those events that were favored by this 'outside influence', and for those that were not favored to be held to the fire.

For example, my budget for the SE 06 was extremely scrutinized and the Eastern was rubber stamped with no questions asked about anything. When I did the SE in 04 I had to deal with Rick as he was on the budget and finance committee .He told me some things back then, that were then repeated back to me verbatim in 06 by Addison Miller, and these were words that Addison said were his. Its not too hard to put two and two together to figure out where they originated.

The Eastern in 04 at Doddridge was done exactly the same with a \$25,000 loss, except the current treasurer then was deliberately left out of the loop and not told anything about anything until four of five months later when the P&L statement finally came out.

Every one was up in arms about losing so much money, but nothing was done. It was swept under the rug and avowed not to happen again. Well here we are, 2006 and all eyes were supposed to be trained on this Eastern and look what happened. Granted they did not lose \$25,000 but they pissed away quite a bit of profits that this organization desperately needed.

The work PARTIES were exactly that, PARTIES with not much work. Yes they built a really nice tavern and had a really nice time in doing so, but with total disregard for the budget.

I'm by no means perfect, but we built all the hooter forts and did the majority of preparation for the SE in the weekend before the event. I believe we had one work party weekend before that and had far fewer people helping. We also brought most of our food, and I bought sandwich meat, snacks and drinks with foundation money. We also did this because WE wanted to, not because we were expecting a party and free food. Totally different mindset between the two events.

I also believe WE made just about as much money with 550 people at the SE as the Eastern did with 1500 people.

I also remember in 2000 when Flick did the Eastern in Va. that he made over \$50,000. I think there were 2000 people there. I hope this is all behind us now because it makes me sick to work so hard doing the SE and then see it pissed away with people who just do not care, except for themselves.

I also believe that we will soon see quality people come out of the woodwork and step up to the plate and put on some quality events, as soon as we can get our house in order.

Botting - I just hope that those in power take heed and are serious about fixing things.

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Feb 21, 2007 E Mail discussion.

Botting -1 - NRLHF Books in General.

Botting -The books, in as much as what was forwarded to this committee, are VERY incomplete. What items we DID receive were patchwork affairs, and in and of themselves poorly documented. No receipts were furnished. Carrying ANY item from point A to point Z is virtually impossible. Having stated that, please find my findings attached hereto. It was hoped by the Treasurer that some cohesive order could be brought to this. If so, such is beyond my scope.

Reynolds -I agree

Botting - A - NRLHF Account QuickReport, 2006 EPR.

Botting -This Report is inconsistent with the General Ledger. For example, charges shown in the general ledger under the name of Karen Went do not appear in the report. The end balance matches that of the EPR breakdown in the General Ledger ( \$376.07) but I cannot match entry for entry.

Reynolds -I also noticed that

Botting -B - At the beginning of the year, the Foundation started with a balance of \$40,000.00 in Certificates of Deposit. At the end of the year, this balance was listed as \$20,000.00. However, the profit and loss statement reflects a loss of \$5,475.12. How are these totals reconciled?

Reynolds - I did not look at that but if that's the case, Why? Where did the money go?

Botting -C - On Page 17 of the General Ledger, two final charges bring the balance to 0. The first is for the January 'make up' for \$533.34, which is higher than previously paid. The last charge is \$558.34, for 'Overhead Expenses.' In that these two charges bring the balance to 0, they become suspect and subject to inquiry. Do we have receipts/documented justification for these charges?

Reynolds -Strange. Her Make up Salary was usually \$450.00

Botting -2 - The General Ledger in General.

Botting -\$20,000.00 worth of Certificates of Deposit have been withdrawn. I can determine where only \$14,500.00 of that money had been infused into any of the Rendezvous Accounts. (Some items were questionable, and I did not guess. When I TRIED, they just didn't add up.) Can this be clarified?

Reynolds - Same as "B"

Botting -3 - EPR in General.

Botting -I am in a receipt of a sheet with 4 lines, displaying the total income, total expenses, admin and Insurance costs, and total profit for the EPR. Line # 3, administrative and insurance costs, reflects the round sum of \$15,000.00. Due to this, a break down on this would be helpful. The roundness of the sum is remarkable, and I am unable to add, subtract, etc., any of the items that I THINK may make it up in that it balances.

Reynolds - I beleive this reflects the Adm. Cost which is a rounded #,but ask anyway

Botting -4 - Specific Questions, various events.

Botting -A - 8/6/2006 - Check # 3164, \$413.40, to Howard Printing (Code 615 ) What was printed? Was this Authorized?

Reynolds -Does not say for what event or office stuff?

Botting - No, that's all I have.

Botting -B - 8/24/2006 - Check # 3182, \$836.95, Battery Mart, quartermaster ( R Blizard) Cashed 8/30. What was purchased? Receipts? Authorized?

Reynolds -The quartermaster supplied the batteries for all the radios used at events.Still pretty pricey though.Authorized?

Botting - Was anything? No, not that I can find.

Botting - NOTE; I have also come up with \$8,958.30 worth of expenditure that, although apparently authorized, should be thoroughly looked at in future. However, as that is not under the purview of this audit, I will not add that herein.

Reynolds -Office or rendezvous expenses ?

Botting - Mostly overhead, but there are some questionable Vous expenses as well.

Botting -That's pretty much what I have come up with guys. I am no accountant, but even I can see where this thing had been handled like someone's personal petty cash with a bottomless pit.

Reynolds - I agree

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Feb 24, 2007 - Witness Statement of James Moody

Gene we seem to have one thing in mind here, that being the improper expenditure of our associations finances. I made request from linda for meeting minutes and received nothing. These are also included in an audit preview and as we have none it is left to wonder if they exist. Are there proper back ups and storage of these records?

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Feb 25, 2007 - Observations of James Moody

The P&L Sheets.

Moody -After looking over these it is easy to see that our system of checks and balances is pure junk. We spent 11,519.72 on ice and only sold 8,951.04 worth which the rendezvous then gave away.

Gene it is my request that until complete information is available that we conclude that the books of the NRLHF CAN NOT BE AUDITED!!! To much control was given to Linda in the first place all checks should be signed and approved by the treasure and chairman if need to be .I would hope that if the present bod decides to continue that they place adequate procedures to stop this . My main concern now is avoiding an IRS audit because we won't stand a chance there.

Botting - It goes without saying, that if it doesn't exist, you can't count it...or as in this case, audit it. We really don't have anything to audit. The material just isn't there. However, I'm not going to be concerned with the IRS just yet...I think we have good people on it, and hopefully before years end we will have a ship so tight a fart couldn't escape.

BYLAW Changes Part 3

**The following are draft changes to the NRLHF Articles of Incorporation and Bylaws. The original wording has been augmented. *Italicized* wording indicates language to be removed. Bold wording indicates language to be added.**

**DRAFT**

NATIONAL RENDEZVOUS AND LIVING HISTORY FOUNDATION, INC.

## **ARTICLES OF INCORPORATION**

### ***ARTICLE VI***

#### **Council of Delegates**

Section 3. Quorum (Delete in its entirety)

### ***ARTICLE VII***

#### **Directors**



Section 2. Composition. Six (6) members of the board of directors shall be elected by and from the Council of Delegates, however no more than two (2) directors may be delegates from any one rendezvous. Two (2) members of the board of directors shall be members of the board of directors of the NMLRA, selected by that organization. **The NRLHF's Board of Directors is comprised of all members of the Council of Delegates, and two (2) members of the NMLRA, selected by that organization.**

Section 4. Removal. Any director *elected by* **from** the Council of Delegates may be removed, with or without cause, by a three-fourths vote of the other directors from the Council of Delegates. Any director selected by the NMLRA may be removed with or without cause by that organization.

**DRAFT**

NATIONAL RENDEZVOUS AND LIVING HISTORY FOUNDATION, INC.

## **BYLAWS**

### **ARTICLE VI**

#### **Council of Delegates**

Section 3. Responsibilities. *The Council of Delegates shall be responsible for electing six (6) members of the board of directors, advising the Board of Directors on issues that are important to the mission of the Foundation, and removing directors as necessary.* **Each member of the Council of Delegates will serve on the NRLHF's Board of Directors.**

Section 4. Meetings. (Delete in its entirety)

Section 5. Quorum. (Delete in its entirety)

Section 6. Vacancies. (Renumber from 6 to 4) Vacancies within the Council of Delegates shall be filled by the *Board of Directors remaining members of the Council of Delegates*. Term to extend until the next election meeting of the affected event.

### **ARTICLE VII**

#### **Directors**

**Section 1. Board of Directors. The business, property and affairs of the Foundation shall be managed by *an eight member* the Board of Directors.**

Section 2. Composition. *Six (6) members of the board of directors shall be elected by and from the Council of Delegates, provided that no more than two (2) directors may be delegates from any individual rendezvous. Two (2) members of the board of directors shall be members of the board of directors of the NMLRA, selected by that organization. **The NRLHF's Board of Directors is comprised of all members of the Council of Delegates, and two (2) members of the NMLRA, selected by that organization.***

Section 4. Removal. Any director *elected by* **from** the Council of Delegates may be removed, with or without cause, by a three-fourths vote of the other directors from the Council of Delegates. Any director selected by the NMLRA may be removed with or without cause by that organization.

Section 6. Quorum. (Change the number of directors constituting a quorum from 6 to 9... that preserves the 2/3 ratio).

Section 7. Vacancies. Vacancies in the board of directors from *member elected by* **members from** the Council of Delegates shall be filled *by the board of directors from the Council of Delegates* **by the remaining members of the Council of Delegates.** Vacancies in the board of directors from the NMLRA *board of directors* shall be filled *by the board of directors of* **the** NMLRA. In either case, vacancies shall be filled in a timely manner.