

PROVING GROUND

WHERE NEW IDEAS ARE TESTED

AN INDEPENDENT MULTI-CHAPTER REVIEW OF MVCC POLICIES AND EVENTS

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October 1985

REPRESENTING



Motor Pool Messenger

NORTH JERSEY CHAPTER INC.

MILITARY VEHICLE COLLECTOR'S CLUB



SOUTH JERSEY CHAPTER

MILITARY VEHICLE COLLECTORS CLUB

**OPERATION &
ORGANIZATIONAL
MAINTENANCE**

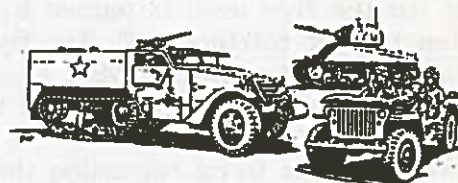


CONNECTICUT CHAPTER

MILITARY VEHICLE COLLECTORS CLUB



THE GPA TIMES



CHARLIE COMPANY NEWS

Greater New York Military Vehicle Society, Inc.

STATEMENT OF PURPOSE

It has become clear, through feedback from the membership to the first issue of Proving Ground, that there are many members who are unsure of the purpose of Proving Ground and what it advocates. Listed below is the simple statement of the purpose of the Proving Ground organization of chapters.

THE PURPOSE OF THE PROVING GROUND ORGANIZATION IS TO INSURE DEMOCRATIC MEMBERSHIP REPRESENTATION AND FISCAL RESPONSIBILITY WITHIN THE MVCC.

We advocate a return to the founding principles of the MVCC which (1) allow for direct chapter representation on the Board of Directors and (2) require full financial disclosure of the use of Club monies, including a full outside financial audit annually.

FIELD OBSERVATIONS : The theme of this issue of Proving Ground is the MVCC By-Laws. This issue is designed to inform the members of just what the Club By-Laws state at this moment, and the changes that have taken place since the MVCC was originally formed. We intend to go into what the members rights were, and what they are today. In addition, we will delve into what controls were placed into the original By-Laws to prevent any one person, or group of persons, from gaining too much power, and how those controls have been omitted or changed, and what the result of those changes has been.

First, to give the relatively new member a little background into the importance of what the By-Laws say, and why controls are so important, we will give a little military vehicle collecting history. The MVCC was not the first U.S. national military vehicle collecting organization. Its forerunner was the National Military Vehicle Collectors Association. The NMVCA began as a military vehicle collecting organization in the state of California. As the hobby grew, people from other parts of the country joined. Groups from other states began to form local chapters and eventually the NMVCA became a national organization. As it grew, it started to publish a technical magazine, and to hold national conventions.

The nationwide members became unhappy with the NMVCA because the original founders in California wanted to retain exclusive control of the club, and not allow out of state members to hold national office. In an effort to retain control, the officers of the NMVCA refused to publish a membership directory, and replaced the editor of the technical magazine with one of their own. Individual members, and eventually whole chapters, decided to withdraw from the NMVCA and to form their own organization, the Military Vehicle Collectors Club. This is the organization which has grown into our present club.

The original By-Laws, written in 1976, were designed so that the club never again got out of the hands of the individual members. The original By-Laws called for the Board of Directors to be made up mainly of representatives from the local chapters, chosen by those chapters. Today we are represented by Board members who represent indefinite zones which are drawn up by the President, or his designate (traditionally the Treasurer), and elected by national ballot with members voting not only for their own representatives, but everyone's. In addition, Board members can be appointed to the Board by a quorum of the members of the Board.

One of the main controls written into the original By-Laws states that "If a duly proposed ammendment (to the By-Laws) is passed by one third or more of the Board, it shall be presented to the membership for ratification". The By-Laws have been re-written three times since, once in 1978, again in 1981, and again in 1984, always with the ratification clause omitted. Consequently the powers of the Board of Directors and the officers has steadily increased, while the rights of the members has decreased.

The MVCC seems to be repeating the errors of its predecessor, the NMVCA. It is up to the members to stand up and require that the Board of Directors respond to their wishes. It is the responsibility of the Board members to recognize members wishes, and to act positively on them, if it is to preserve this organization which has built such a large international membership and positive national reputation. It is our feeling that a return to the spirit and intent of the original 1976 By-Laws is the way to preserve the MVCC.

LET US HEAR FROM YOU

If Proving Ground is to indeed become a sounding board for the ideas of the total MVCC membership, we need input from every area of the country. Articles, letters of opinion, and other materials are needed so that we can give this newsletter a balanced viewpoint. Letters and articles are especially requested from those individuals who can write as representatives of an organized MVCC Chapter.

All materials should be sent to Proving Ground, c/o Harry Rimmer, 120 Summers Avenue, Piscataway, N.J. 08854. Phone calls will be accepted between 8:30 - 10:00 p.m. at (201) 752-8058.

CALENDAR OF EVENTS

Saturday	Sept. 28	South Jersey Fall Picnic	Lakehurst, N.J.
Sunday	Sept. 29	Connecticut Chapter Picnic	Morris, CT.
Saturday	Oct. 5	Meadowlands Militaria Show	Hasbrouck, N.J.
Thurs.- Sun.	Oct. 10-12	AACA Fall Meet	Hershey, PA.
Friday	Oct. 11	Greater Pennsylvania Chapter Meeting	Phoenixville, PA.
Monday	Oct. 14	North Jersey Chapter Meeting	Florham Park, N.J.
Wednesday	Oct. 16	Connecticut Chapter Meeting	Southington, CT.
Wednesday	Oct. 16	Greater New York Chapter Meeting	Woodhaven, N.Y.
Friday	Oct. 18	South Jersey Chapter Meeting	Wenonah, N.J.
Saturday	Oct. 19	Sarafan Auto Parts Open House	Spring Valley, N.Y.
Saturday	Nov. 2	White Owl Parts Co. Open House	Kinston, N.C.

WHERE ARE WE GOING ? II

The article "Where Are We Going" (published in the first issue of Proving Ground) provided an overview comparison of a "model" corporation's organizational/operational structure with the organizational/operational structure of the MVCC, along with a comparison of the policy and decision making processes of both. The concepts put forth and developed in that article should serve as bench marks to analyze an important shift in decision making power which has occurred over the past eight years.

We will do this by concentrating on the MVCC By-Laws which began as a rather simply worded, concise, six page document in 1976, and which has, in the 1984 version, been expanded to eleven pages outlining ammended articles and sections written in not-so-simple to understand "legalese". Perhaps the most striking difference between the 1976 and 1984 versions of the MVCC By-Laws is the way in which the general membership's (i.e. stockholder's) involvement has been eroded in the way it provided the checks and balances which are necessary to the decision making process. The following examples, taken from the 1984 By-Laws, will illustrate areas where unchecked and autonomous control (less the membership's voting input in electing Board members) could drastically change Club policy and operation.

1) "The Club shall have and continuously maintain its national headquarters in the State of Colorado and shall have a registered office and registered agent whose office is identical with such registered office in the State of Colorado." Why is this necessary?

2) "The Club may at its discretion create purchase and/or otherwise maintain such subsidiary organizations as conform with its general purpose." What input does the general dues paying membership have to say in this area?

3) "the Board of Directors, or its authorized representative, shall make or cause to be made policies....(which) shall govern the routine activities of the Club..." Is it reasonable that the Board be able to exercise this power without a majority approval of such issues by the general membership? Perhaps this issue alone wouldn't be a problem if it weren't for the fact that "The Board of Directors may appoint to its ranks such additional members as they feel serves the needs and best interests of the Club." without ever having to answer for its actions to the membership. Any MVCC members who hold shares of AT&T or IBM stock will easily see how this differs from the list of proxy questions and policy change information they receive prior to the annual stockholder meeting.

4) "Any two (national) offices may be held by the same person except that the President may not also be Secretary." Why was this change made to the original 1976 By-Laws? Through utilization of the pool of experienced members within our organization, the MVCC should be able to fill all national officer positions with separate individuals.

5) "The Secretary shall keep in permanent form a record of all meetings of the membership and meetings of the Board of Directors." as well as be "....responsible for all correspondence of the Club..." and "keep accurate records and mailing lists of all members of the Club." If this is so, why is it so difficult, or impossible, for copies of these minutes and other information to be made available to interested parties?

6) "The Treasurer....shall enter regularly on the books of the Club to be kept by him/her for that purpose, full and accurate account of all monies and obligations received and paid or incurred by him/her for an account of the Club and shall exhibit such books at reasonable times to any Director or member..." Why then, does there appear to be a certain vagueness and over simplification in the presentation of the MVCC's financial reports, which by the way, are not published for the general membership to review and comment.

Acknowledgement that the preceding ammendments to the original MVCC By-Laws have taken place raises additional questions concerning why they were required, and how they were officially adopted within the scope of the By-Laws in effect at the time. It is obvious that the cumulative effect of these and other changes that have occurred over the past eight years has been to minimize general membership and chapter involvement in the decision making process. It is possible that these changes were effected to make it easier for the individuals in office at the time to administer the Club, but, as history has taught us, the easier way often leads to abuses of power.

In reapportioning the responsibilities and manner in which the Board of Directors and the Officers can set Club policies and procedures at will, dangerous precedents have been created which, without some form of secondary membership (stockholder) control, will eventually lead to situations which are not in the Club's best organizational and financial interests.

Doug Stober - #1975
North Jersey Chapter

BY-LAW COPIES

Would you like to see copies of the By-Laws which are quoted throughout this issue? To request copies of the MVCC By-Laws write either MVCC, P.O. Box 33697, Thornton, Colorado 80233, or send \$1.00 to cover postage and duplicating costs to North Jersey Chapter, P.O. Box 294, Essex Fells, N.J. 07021.

JUST ASKING

Did you know that the current 1984 By-Laws state "Special meetings of the members may be called at any time by the President or by any two directors and must be called by the President on the written request of one-third or more of the members."? Do you realize how neigh unto impossible it would be to get the written vote of one-third or more of the members?

Did you know that the current 1984 By-Laws state "At any meeting of the members of the Club the members in good standing present in person at such meeting shall constitute a quorum for all purposes and the act of the members present in person at any meeting shall be the act of the full membership."? Does this mean that two Colorado Directors can call a special meeting of the members, to be held in Colorado, and have maybe six members in good standing present, and they can pass all sorts of rules and regulations, authorize expenditures, and it would be binding on the full membership of over 4000?

Did you know that the current 1984 By-Laws state that "The Club shall have and continuously maintain its national headquarters in the State of Colorado and shall have a registered office and registered agent whose office is identical with such registered office in the State of Colorado."? Do you wonder why Colorado?

Did you know that the original 1976 By-Laws state "The duties of the elected officers are those customarily associated with their offices, or as the Board of Directors may prescribe, subject to the following provision : All major contracts or agreements must first be approved by the Board of Directors and then signed by the President."? Just 46 little words....

Did you know that the current 1984 By-Laws explain the President's job in 51 words, the Vice-President job is outlined in 94 words, the Secretary's job takes 146 words to define, while the Treasurer's job takes a whopping 217 words to set out?

Did you know that the current 1984 By-Laws state "Officers shall not receive any salary for their services as such, but may be reimbursed for expenses incurred and paid as part of his/her service."? Has this been changed recently? How was it changed?

Did you know that the current 1984 By-Laws state "(Membership) Eligibility is established by approval of the Treasurer and under standards promulgated by the Board of Directors. Accepted members shall be notified by the Treasurer."? What standards and why by the Treasurer?

Did you know that the current 1984 By-Laws state "The Club may at its descretion create purchase, and/or otherwise maintain any subsidiary corporations or organizations as conform with its general purpose."? Subsidiary corporations or organizations?

Do you think that all club rules or policies should be presented to the membership as they are enacted?

Do you think that all National Officers should be limited in the length of time they can remain in office?

Do you think the National exists to serve the members, or do you think the members exist to serve the National?

I am just asking.

Bob Campbell - #103
South Jersey Chapter

THE BOARD OF DIRECTORS

Possibly the most important group of individuals in the MVCC is the Board of Directors. The club is legally and hopefully ably controlled by the members of the Board. When one studies the evolution of the Board through the different sets of By-Laws, a disturbing trend becomes evident. Witness below the descriptions of the Board members in the original 1976 By-Laws, and in the current 1984 By-Laws :

1976 : The Board of Directors shall consist of : (1) The elected officers of the MVCC (2) one representative from each chapter - selected by the chapter, (3) the MVCC magazine editor or associate, (4) the zone coordinators, and (5) the immediate past president.

1984 : The business and property of the Club shall be managed by its Board of Directors or its authorized representative, who shall be members of the Club. The number of Directors may be increased or decreased from time to time by the Board of Directors in their discretion provided that there shall not be less than four (4) members of the Board of Directors; however, more may be authorized if, in the judgement of the Board the best interest of the Club shall be so served.....

Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Directors made by the Board of Directors may be filled by the Directors then serving, although less than a quorum by affirmative vote of the majority thereof and such new Director shall serve until the next meeting of the members of the Club, at which time a successor shall be elected for the balance of the term.

The Board of Directors may appoint to its ranks such additional members as they feel serves the needs and best interests of the Club. Such appointees shall enjoy all privileges of elected Board members unless stipulations to the contrary are made at the time of their appointment. Any such appointments shall be re-affirmed yearly at the Board meeting.

As you can readily see, the Board of Directors has changed significantly since the inception of the Club. The 1976 Board consisted mainly of the Club officers (elected by the general membership at the annual meeting), along with chapter and regional representatives. The 1984 Board is comprised of "members of the Club". Listed elsewhere the 1984 By-Laws state "the exact format of the voting procedure (for Board elections) shall be determined by the Board of Directors and set forth in Club policy". It seems that the wagon is now pulling the mule.

The current By-Laws seem to allow for unrestricted power of the Board of Directors. What we seem to have now is a Board that can not only control its own size, but can appoint additional members uninhibitedly, while additionally electing the National officers. All of this is done totally outside and beyond any membership controls.

One saving technicality is still present. In each set of By-Laws is still the provision that a vote of the general membership can override the Board of Directors. A petition with the signatures of 5% of the members can require the Board to publish a question for membership vote by ballot. It is not too early to formulate plans and develop strategy for the next General Membership Meeting to be held at the 1986 New England International Convention next year. All MVCC members are urged to make plans for your voice to be heard before this last control too is deleted from the By-Laws.

Don Siver - # 1442
Greater Pennsylvania Chapter

WHERE DO WE GO FROM HERE ?

As we have noted in this issue of Proving Ground, the changes in the By-Laws have taken most of the decision making authority out of the hands of the members and placed it in the hands of the Board of Directors and the Officers. How then do we remedy this situation while preserving what is good in the organization ? We must return to the original intent of the 1976 By-Laws, and to the letter in as much as is practical. To do this would restore constitutional control of the MVCC to its members (as was intended) while allowing operational and policy control to remain with the Board and the Officers. In our opinion, the following three items, contained in the 1976 By-Laws must be re-established in practice, maintained, and administered as follows :

Ratification Of By-Law Amendments

This is probably the most important control the membership can have over its own club. All amendments to the By-Laws, when passed by the Board of Directors, should be presented to the membership in the next issue of the appropriate club publication with a detailed explanation of the reasons the change is necessary. A detachable ballot would be enclosed in the publication. Sixty days would be allowed for member response. The majority of the members responding by ballot would decide if the amendment was approved.

Geographic Representation On The Board Of Directors

The spirit and intent of the original 1976 By-Laws should be followed. These By-Laws called for the Board of Directors to be made up of a representative of each chapter, elected by that chapter. The only problem with the original By-Law descriptions as to who would be on the Board is that it made no provision for differences in chapter size. Several formulas have been suggested to allow for true representation, but rather than suggest one of these we suggest that members contact their Board representative with their ideas on what would be a workable formula. The formula should, however, allow for the following items :

Chapter Representatives : To allow the most active members of the club to have a voice in National affairs. Either single chapter representation, or by group of chapters of what total size should be specified.

Zone Coordinators : To give the less active members a voice in National affairs. How many representatives should there be and representing what areas should be detailed.

No matter how the final distribution of Board members is made, it is our opinion that the following items be used in their determination. Board members would be elected for a two year term. Elections would be by National ballot, contained as a detachable insert in the appropriate club publication. Each member would have one vote, that being for the Director who represents the member. Ballots would be mailed to a independent accounting firm for tabulation, and the results published in the next issue of an appropriate club publication. Any Board seats not filled by nomination or election would remain vacant.

Limit On Terms Of Office

The limit of two terms in office for the President of the Club should be extended to include all Club officers. This would allow for broader input into the operation of the Club, as well as preventing any one individual from becoming "irreplacable".

These changes, along with the return to the spirit and intent of the original 1976 By-Laws, will be actively pursued by the Proving Ground staff and the Chapters it represents. Our efforts will be geared toward presentation to the Board of Directors at the 1985 winter Board meeting.

WHY ANOTHER CLUB?

1. To have equal representation for all chapters and (individual) members world-wide.
2. To promote the restoration and preservation of military vehicles and aid everyone in finding vehicles, parts, and information.
3. To provide a roster of all members and their vehicles, to other members, to enable all to communicate on common projects.
4. All officers of MVCC will hold office for one term only, allowing input from all sections of the country.
5. To have a movable national meet once a year in different parts of the country, which could be sponsored by individual chapters, thus allowing everyone to attend every few years.
6. To have a national convention at the national meet to elect officers, make additions or deletions to the constitution, and allow input from every member.
7. To print and distribute a magazine (Army Motors) every 90 days to all members, which will include ads, articles of military significance, and articles from members. (It is hoped that eventually it could be published every 60 days.)

Some military enthusiasts supporting such a club include:

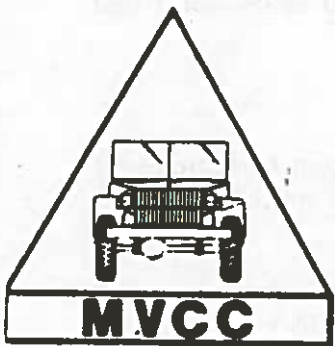
Merrill M. Madsen, Jr., Minneapolis
Dennis Spence, Bloomfield, N. J.
Laurence Nabholz, Linden, Texas
Dave Uhlig, Chillicothe, Ohio
John Vetter, Flushing, N. Y.
Bob Harris, Reno, Nevada
Ken Krause, Lawwood, Kansas
Bob Zubeck, Raytown, Missouri
Jim Herrick, Denver, Colo.
Al McAlone, Acton, Massachusetts
Larry Smith, Bethel, Mn.
Ray Hodson
Jim Fitzgerald
Stan Poole, New York
Phil Nelson, Columbiana, Ohio

IMPORTANT -- Please send your contributions and classified ad

listings to the new magazine ARMY MOTORS to: John Vetter
P.O. Box 367
Flushing, N.Y. 11367
(Please note carefully that ONLY THIS P.O.Box can be used in Flushing for magazine correspondence.)

To the right is a reduced copy of a flyer which was sent out in 1975 to prospective members of the then fledgling MVCC. While Proving Ground does not advocate forming another new club, we reprint this to show what was important to the founders of the MVCC. Compare the attitudes of those who lent their names to the flyer then, with their attitudes today, especially on items 1, 3, and 4.

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Piscataway, New Jersey 08854



THOMAS WEAVER
Mt. Hope Road
Rockaway, N.J. 07866

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