

**NAVA EXECUTIVE BOARD MEETING MINUTES**  
**8:00 P.M., OCTOBER 12, 1997**  
**BLACKSTONE HOTEL**  
**NAVA 31, CHICAGO, ILLINOIS USA**

Executive board members present: Charles A. Spain, Jr., president  
David S. Breitenbach, first vice president  
Barbara Herold, secretary  
Peter J. Orenski, treasurer

Executive board members absent: Carita M. Culmer, second vice president (excused)

Others present: Kevin Harrington  
Lee L. Herold  
John M. Purcell  
James Webb  
Don Wheeler

1. The president called the meeting to order and announced the order of the day.
2. Old business
  - a. NAVA 32 (1998—Québec City, Québec, Canada): Discussion
  - b. NAVA 33/ICV 18 (1999—Victoria, British Columbia, Canada): Discussion regarding program and finances. Agreement with ICV 18 cohost Canadian Flag Association/L'Association canadienne de vexillologie (represented by CFA president Kevin Harrington) for NAVA to handle congress revenues and expenses.
3. New business
  - a. Appointed officers. **Motion** by Spain: That the president's appointments for the following appointed officers be approved:

Auditor	Lee L. Herold
Historians	H. Peter Van de Putte and Vanessa Van de Putte
Registered agent	Ernest E. Aitchison

*Passed.*
  - b. Additional appointed officer.
    - i. **Motion** by Spain: That the protocol officer be continued.  
*Passed.*
    - ii. **Motion** by Spain: That the president's appointment of James J. Ferrigan III as protocol officer be approved.  
*Passed.*
  - c. Committee appointments. **Motion** by Spain: That the president's appointments for the following committee members be approved:

Budget	Nicholas A. Artimovich, II, chair
	Lee L. Herold
	Peter J. Orenski
Convention	David S. Breitenbach, chair
	Mary Ann Docktor-Smith
	Gustav Tracchia

	Chantal Webb
	James Webb
	Don Wheeler
	Jean-Robert Zonda
Membership	Harry W. Oswald, chair
	Andrew R. Biles, Jr.
	Mel Delzer
	Peter J. Orenski
Publications	John M. Purcell, chair
	Scot M. Guenter
	Edward B. Kaye
	James T. Liston
	Anne M. Platoff

*Passed.*

d. Special committees.

- i. **Motion** by Spain: That the Native American tribal flags special committee be created.

*Passed.*

- ii. **Motion** by Spain: That the president's appointments to the Native American tribal flags special committee be approved:

Peter J. Orenski, chair

Mel Delzer

Frederick A. Joss

Jim J. Roiax

*Passed.*

- e. Reorganization of executive board in light of October 11, 1997 bylaws amendments. **Motion** by Spain: That the officer flags be designated as follows: (1) president's flag remains unchanged; (2) former vice president's flag becomes the first vice president's flag; (3) former corresponding secretary's flag becomes the second vice president's flag; (4) former recording secretary's flag becomes the secretary's flag; and (5) treasurer's flag remains unchanged.

*Passed.*

- f. Convention policy: Tabled.

- g. Publications release policy: Tabled.

- h. Website policy: Tabled.

- i. Captain William Driver Award. **Motion** by Spain: That NAVA require right of first refusal to publish any paper that is submitted for consideration for the Captain William Driver Award.

*Passed.*

- j. *Raven* publication schedule: Tabled.

- k. Distribution of *NAVA News* to flag retailers: Tabled.

- l. Recording volunteer manhours as in-kind donations to NAVA: Tabled.

- m. Bank depository agreement. **Motion** by Spain: That the attached depository and

withdrawal authorization resolution at Boatmen's Bank, Kansas City be approved.  
*Passed.*

- n. 1998 annual meeting. **Motion** by Spain: That the 1998 annual meeting be held at the following place, day, and hour:  
Lowes Le Concorde Hotel, 1225, place Montcalm, Québec City, Québec, Canada, on October 10, 1998 at 9:00 a.m.  
*Passed.*
  - o. Membership applications. **Motion** by Spain: That the executive board delegate its power to act on membership applications to the treasurer.  
*Passed.*
  - p. NAVA 32 registration fee: Tabled.
  - q. NAVA 39 (2005) bid for Nashville, Tennessee USA: Discussed, no action taken.
4. The president adjourned the meeting.

Respectfully submitted,

Barbara Herold  
Secretary  
September 14, 1998

NORTH AMERICAN VEXILLOLOGICAL ASSOCIATION  
I hereby certify that this is a true and correct copy, consisting of  
6 pages(s), as taken from the original on file in this office.  
*Including 3 following*  
\_\_\_\_\_  
Recording Secretary  
\_\_\_\_\_  
Date



**BOATMEN'S®**

OFFICE NUMBER

ACCOUNT OFFICER

ACCOUNT NUMBER

**CORPORATE RESOLUTION**

01-2061-904840

Name of Corporation: NORTH AMERICAN VEXILLOLOGICAL ASSOCIATION☒ Not-for-Profit CorporationBOATMEN'S FIRST NATIONALI hereby certify to BANK OF KANSAS CITY (hereinafter called "Boatmen's")

that I am the Secretary / Assistant Secretary of the above named Corporation and the keeper of the records and corporate seal (if any) and that the following is a true and correct copy of the resolutions adopted by unanimous consent of the Board of Directors of said Corporation, on OCTOBER 12, 19 97, and that the following described resolutions checked below are now in full force and effect.

(CHECK APPROPRIATE BOXES)

☒ **DEPOSITORY AND WITHDRAWAL AUTHORIZATION** (If checked, please complete, date, sign, and seal Schedule A, attached hereto.)

Be it Resolved, that Boatmen's is designated a depository in which the funds of this Corporation may be deposited and/or withdrawn by any of the persons listed on Schedule A in the manner so designated. Each person as designated on Schedule A is authorized to indorse for collection, deposit, or negotiation any and all checks, drafts, notes, bills of exchange, certificates of deposit, and orders for the payment or transfer of money, either belonging to or coming into the possession of this Corporation. Indorsements "for deposit" may be written or stamped. Each person as designated on Schedule A is authorized to sign any and all checks, drafts, and orders, drawn against any accounts of this Corporation (including savings accounts) with Boatmen's. Boatmen's is authorized to honor and pay all checks, drafts, and orders when so signed or indorsed, including those drawn or indorsed to the individual order of any such person listed on Schedule A.

☐ **SIGNING AUTHORIZATION** (If checked, please complete, date, sign, and seal Schedule B, attached hereto.)

Be it Resolved, that any of the persons listed on Schedule B, in the manner so designated, is authorized to sign and implement for and in the name and on behalf of this Corporation, as they, or any of them may see fit, the terms of all agreements, instruments, drafts, certificates, or other documents relating to any depository accounts or other business of the Corporation including, but not limited to:

- ☐ Payroll Agreement
- ☐ Repurchase Agreement
- ☐ Night Depository Agreement
- ☐ Funds Transfer Agreement

- ☐ Safe Deposit Authorization
- ☐ Other \_\_\_\_\_

☐ **BORROWING AUTHORIZATION** (If checked, please complete, date, sign, and seal Schedule C, attached hereto.)

Be it Resolved, that any of the persons listed on Schedule C, in the manner so designated, is authorized, on behalf of this Corporation: (i) to borrow money, guarantee loans, or obtain credit from Boatmen's from time to time, in any amount, for any length of time, upon any terms, and with any security as they or any of them may see fit; and (ii) to execute and deliver notes, drafts, acceptances, guaranties, or other credit instruments or agreements in form acceptable to Boatmen's and (iii) to pledge, assign, and/or deliver as security, stocks, bonds, bills, and accounts receivable, security agreements, mortgages, deeds of trust, bills of lading, insurance policies, certificates, and any other property of this Corporation, with full power to indorse or assign in the name of this Corporation and to execute and deliver any and all documents required by Boatmen's to implement the authority conferred by this Resolution.

☐ **FACSIMILE SIGNATURE AUTHORIZATION** (If checked, please complete, date, sign, and seal Schedule D, attached hereto.)

Be it Resolved, that Boatmen's is authorized and directed to honor checks, drafts, and orders for the payment of money drawn on any of the accounts of this Corporation including those drawn to the individual order of any person when the check, draft, or order bears or purports to bear the facsimile signature as shown on Schedule D. Boatmen's shall be indemnified and held harmless against any forgery, or unauthorized use or misuse of the facsimile signing devices.

Be It Further Resolved, that the Secretary / Assistant Secretary of the Corporation is authorized to certify to Boatmen's the names, titles, and specimen signatures with respect to any additions or deletions of persons authorized to carry out the purposes and intent of these resolutions and that all of the foregoing sections checked above shall continue in full force and effect until express written notice of rescission or modification is received by Boatmen's. If the authority contained in any or all of them should be revoked or terminated by operation of law without such notice, it is resolved that Boatmen's shall be indemnified and saved harmless from any and all losses suffered or liabilities incurred by it in so acting after such revocation or termination without notice.

In Witness Whereof, I have hereunto subscribed my name and affixed the seal of the Corporation, this 12TH day of OCTOBER, A.D., 19 97.

Barbara M. Hersel  
(To be signed) Secretary

36-2669817  
Federal Tax Identification Number

SEAL

**IMPORTANT:**  
Imprint Seal of  
Corporation  
Here.  
(if any)

**DEPOSITORY / WITHDRAWAL AUTHORIZATION**

OFFICE NUMBER

## SCHEDULE A OF RESOLUTION

**ACCOUNT OFFICER**

01-2061-904840  
ACCOUNT NUMBER

**ACCOUNT NUMBER**

I certify that the following person(s) whose genuine signature(s) appear next to their name are officers /~~employees~~/ agents / trustees of THE NORTH AMERICAN VEXILLOLOGICAL ASSOCIATION, duly qualified and acting as such;

**TITLE**

**NAME**

**SIGNATURE**

PRESIDENT

CHARLES A. SPAIN, JR.

**SIGNATURE**

FIRST VICE PRESIDENT

DAVID S. BREITENBACH

Donal S. Breitenbach

TREASURER

PETER J. DRENSKI

*[Signature]*

**Please indicate below in what manner the designated persons are to sign (singly, any two, jointly, etc.). This must agree with the signature card.**

SINGLY UP TO ~~4~~ AND INCLUDING US\$100.00. ANY  
TWO IN EXCESS OF US\$100.00.

In witness whereof, I have hereunto subscribed my name and affixed the seal (if any) of said CORPORATION

this 5TH day of OCTOBER, A.D., 1997.

**SEAL**

Barbara H. Herold  
Secretary, Partners, Sole Proprietor

**Secretary, Partners, Sole Proprietors**

**IMPORTANT:**

**Imprint of  
Seal Here  
(if any)**