

**Wednesday, June 26, 2019 at 10:00 a.m.**  
**Minutes of the Board of Directors of the Georgia**  
**Veterans Service Foundation, Inc**  
**Atlanta, Georgia**

The Georgia Commissioner of Veterans Service, Mike Roby convened the meeting at 10:00 a.m. in the Pete Wheeler Conference room, Floyd Veterans Memorial Building, 9<sup>th</sup> Floor, East Tower in Room 962.

**Members present were:**

Mr. Jim Frederick  
Mr. Phil Baker  
Mr. Doug Middleton  
Ms. Carmen Streit-Smith  
Mr. Marvin Thomas  
Mr. Mike Hudson  
Mr. Dan Zachman

**Others present were:**

Mr. Mike Roby, Commissioner  
Mr. Dan Holtz, Assistant Commissioner  
Mr. Mark Bannister, Director, Operations Division  
Ms. April Dodgen, Budget Analyst, GDVS  
Ms. Mary Aukerman, Confidential Secretary to Commissioner Mike Roby

Commissioner Roby informed the board members the purpose of the Georgia Veterans Service Foundation, Inc. is to receive contributions and/or donations from individuals and other entities for the support of the Georgia Department of Veterans Service (GDVS) projects at the state war veterans' homes, state veterans cemeteries and other missions of the GDVS, as provided in the Official Code of Georgia Annotated (O.C.G.A.) § 38-4-14. The Commissioner noted the members of the Corporation Board of Directors were appointed in accordance with the provision of the § O.C.G.A. 38-4-14.

Assistant Commissioner Holtz explained the first thing that had to be done to establish the board was for the board members to elect from the membership, a Chairperson, Vice Chairperson, Secretary, and Treasurer. After discussion by the board members, Doug Middleton made a motion to elect Doug Middleton as Chairperson, Dan Zachman as Vice Chairperson, Jim Frederick as Secretary and Carmen Streit-Smith as Treasurer. Mr. Baker seconded the motion. The motion carried.

Mr. Holtz then advised, the board must appoint officers of the Corporation. In accordance with the § O.C.G.A. 38-4-14 the corporation officers are: Chief Executive Officer (CEO), Chief Operating Officer (COO) and Chief Financial Officer (CFO) from employees of the Georgia Department of Veterans

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Service. Commissioner Roby said he would like to make a recommendation to the board, if they wished. He recommended Mr. Mark Bannister as the CEO, Mr. George Canavaggio as the COO and Ms. April Dodgen as the CFO. Mr. Zachman made a motion to accept Commissioner Roby's recommendation. Mr. Thomas seconded the motion. The motion passed unanimously by voice vote.

The Board discussed the proposed Articles of the Incorporation for the Corporation. Mr. Zachman made a motion, seconded by Ms. Streit-Smith to approve the proposed Articles, pending a legal review by the Attorney General's office, specifically Articles 6 and 7, if the legal review finds no issues with the proposed Articles, then the Corporation officers are authorized to forward the Articles to the Office of the Georgia Secretary of State's Corporation Division for filing. The motion passed.

The next item of business was to authorize and direct the Corporation Officers to develop bylaws for the Board and policies for the operation of the Corporation to include the receiving and distributing of funds for the purposes stated in the Articles of Incorporation and the § O.C.G.A. 38-4-14 and present the proposed bylaws and policies as soon as possible to the Board for review and approval. Ms. Streit-smith made a motion to authorize Mr. Holtz and Mr. Bannister to construct bylaws and present them to the board sometime in August or September. Mr. Thomas seconded the motion. The motion passed.

The Board discussed the federal Tax Identification Number (TIN) which is required to be able to open financial accounts at banks. Mr. Frederick made a motion, seconded by Mr. Thomas, to direct the Corporation Officers to obtain the federal tax Identification Number. The motion passed.

Also discussed was authorization to direct the Corporation officers to develop necessary documentation for submission to the IRS to apply for tax exemption. Mr. Zachman made a motion to direct the corporation officers to develop the application for tax exempt status with the IRS and submit it to the Board for approval. Ms. Streit-Smith seconded the motion. The motion passed by voice vote. Mr. Holtz said it takes about 3 to 6 months to get a 501 (c) (3) status with the Internal Revenue Service (IRS) approved after an application is submitted.

Mr. Zachman made a motion and Mr. Frederick seconded for the Board to authorize the Corporation officers to establish one or more financial accounts with banks authorized to conduct business with agencies of the State of Georgia. Mr. Middleton also stated Synovus Bank was very generous about bank accounts for non-profit/tax exempt entities.

The fee is about \$100 to file incorporation paperwork with the Secretary of State's Office and Mr. Zachman and Mr. Middleton pledged to pay the fee.

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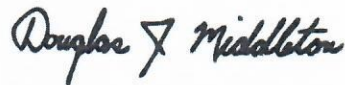
Under new business the Board corrected addresses and phone numbers on the contact list and asked for telephone numbers and email address of the Corporation Officers and asked Ms. Aukerman to email it to them.

The next board meeting will be determined by the amount of time it will take for the Board Corporation officers to develop proposed bylaws. Mr. Holtz said he would call them when appropriate.

Mr. Frederick made a motion to adjourn the meeting. The motion was seconded by Ms. Streit-Smith. The motion passed by voice vote.

The meeting adjourned at approximately 11:57 a.m.

SIGNED:



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Doug Middleton Chairman

ATTEST:

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Jim Frederick, Secretary