



**MINUTES OF THE ANNUAL MEMBERSHIP MEETING
14 June 2014**

The 88th Annual Membership Meeting of the Naval Historical Foundation (NHF) was called to order by the Chairman, Adm. Bruce DeMars, at 12:05 pm on Saturday, 14 June 2014 in the Cold War Gallery of the National Museum of the U.S. Navy. Nearly 75 NHF members attended and a quorum was present to conduct Foundation business. (See attachment 1 for agenda)

To mark Flag Day in this 200th anniversary year of the writing of the song that became "The Star Spangled Banner" and eventually our national anthem, that anthem was sung by period musicians David and Ginger Hildebrand, to the music that would have been familiar to Americans in 1814.

Adm. DeMars welcomed all members and guests. VIP guests included Chairman Emeritus Adm. James L. Holloway III; Vice Adms. George W. Emery and James H. Doyle; and Pulitzer Prize finalist and noted author Steve Vogel. Vice Adm. Emery and Mr. Vogel had entertained the Foundation members before the Annual Meeting convened with accounts and images from Emery's book (published by the Foundation) *In Their Own Words: The Navy Fights the War of 1812*, and Vogel's book, *Through the Perilous Fight: Six Weeks that Saved the Nation*, describing the events of the summer and fall of 1814.

Adm. DeMars told the audience that NHF had experienced a good year since the June 2013 Annual Meeting, with many opportunities to preserve the legacy of those who came before us, honor their memories, and educate and inspire the generations who will follow about the importance of naval history. One particularly significant development was the launching of the Adm. James L. Holloway III Society, made up of donors (14 so far) who have gifted \$100,000 or more to the Foundation. The Society's inaugural meeting was held in April as a luncheon at historic Decatur House near the White House in downtown Washington, DC. Adm. Holloway spoke to the Society members (and NHF Advisory Council members, meeting the same day) about his experiences 70 years ago as a young gunnery officer in destroyer USS *Bennion* during the epic World War II battle of Surigao Strait.

Adm. DeMars then introduced NHF president Rear Adm. John Mitchell. Rear Adm. Mitchell greeted the members and guests, and presented the June 2013 Annual Meeting minutes which were unanimously approved by member voice vote.

A proposed amendment of the Foundation's Articles of Incorporation, required to bring NHF into conformance with the District of Columbia 2010 Nonprofit Corporation Act, was recommended by the Board of Directors for adoption by NHF. The motion to accept this amendment (see attachment 2) was unanimously approved by the members present.

Prospective Board Member Rear Adm. Kathleen Paige, USN (Ret.) was introduced to the members; her biography, available for attendees to review, had been posted on the NHF website a week earlier. The Board of Directors recommended to the members that she be elected to the Board for a three year term; a motion to that effect was moved and approved by the members.

The Board of Directors recommended that the following five directors, whose terms expire as of this meeting, be re-elected for follow on three year

terms: Dr. Bill Dudley, Dr. Jack London, Rear Adm. Larry Marsh, Capt. Jim Noone, and Dr. Dave Rosenberg. The members unanimously voted to approve those directors for re-election.

Capt. Creekman reported that membership remained stable at about 1250 members, with the new Raiser's Edge database functioning well in tracking donors and enabling periodic mail outs to proceed smoothly.

Treasurer Rear Adm. Dawson reported that 2013 was a satisfactory financial year for NHF, and then provided an outlook for 2014 noting a significant increase in donations already received in the first half of this year. The "headlines" for his financial briefing are at Attachment 3.

Audit Committee Chairman Vice Adm. Rowden stated that the Foundation received an "unmodified opinion" from our auditors, Councilor, Buchanan and Mitchell for financial year 2013. The 2013 audit's financial statements are posted on the NHF website, along with the IRS Form 990 which was filed on time.

Capt. Creekman described the Foundation's expanding awards and recognition programs, highlighting the Commodore Dudley W. Knox Naval History Lifetime Achievement Medal presentations. Dr. Dave Winkler reported that the Inaugural award of that medal was made in September 2013 at the U.S. Naval Academy's McMullen Naval History Symposium to Drs. James C. Bradford, William N. Still, and Phillip K. Lundeberg. The 2014 awardees, Drs. Craig L. Symonds, John B. Hattendorf, Harold D. Langley and NHF's own Dr. William S. Dudley, will receive their medals at the upcoming 10th Maritime Heritage Conference in Norfolk, VA in September 2014.

Capt. George Stewart, USN (Ret.) was recognized as the NHF Volunteer of the Year for 2013 for his superb research and writing on naval history topics, featured on the Foundation's website blog (see Attachment 4 for the Board resolution).

Amb. J. William Middendorf II, a Foundation Board member for 40 years this summer (beginning while he was Secretary of the Navy), was recognized by Chairman Adm. DeMars and Chairman Emeritus Adm. Holloway for his long and distinguished service and financial support for NHF by "promotion" to Director Emeritus and presentation of a special silver limited edition War of 1812 bicentennial medal. As Ambassador Middendorf (a noted collector of early American Navy documents and prints, and an accomplished musical composer in his own right) was serenaded by David and Ginger Hildebrand with early Navy songs such as "Decatur and the Navy," and "Perry's Victory," a slide show of his career highlights was presented to the audience, who responded with rousing applause.

There being no other new business, Adm. DeMars adjourned the Annual Membership Meeting at 12:54 pm. The members and guests then enjoyed a buffet lunch, compliments of Board Member Dr. Jack London.

Respectfully submitted,



Charles T. Creekman
Executive Director

Attachments:

1. Agenda
2. Amendment to the Articles of Incorporation
3. Financial Headlines
4. Volunteer of the Year Board Resolution

**NAVAL HISTORICAL FOUNDATION
ANNUAL MEMBERSHIP MEETING
Saturday, 14 June 2014
Navy Museum—Building 70—Cold War and Beyond Gallery
Washington Navy Yard, DC**

AGENDA

1. Convene 88th Annual Meeting:
 - a. National Anthem.
 - b. Approve June 2013 Annual Meeting minutes.
 - c. Approve proposed restatement of Articles of Incorporation.
 - d. Election of Directors and Officers.

2. President's report:
 - a. Development and Membership report.
 - b. Financial report.
 - c. Audit report.
 - d. Programs report.

3. Awards.

4. Call for new business.

5. Adjourn to buffet lunch.

Note: If your schedule permits, join Navy Yard residents and visitors to the Navy Museum on this Flag Day for a 4 pm “Raise it Up! Anthem for America” nationwide National Anthem sing-along in the Navy Museum led by acclaimed musicians David and Ginger Hildebrand of the Colonial Music Institute.

The Naval Historical Foundation thanks Director Dr. Jack London for his support of the Annual Membership Meeting reception.



NAVAL HISTORICAL FOUNDATION

*Preserving and Honoring the Legacy of Those Who Came Before Us
Educating and Inspiring the Generations Who Will Follow*

Amendment of Naval Historical Foundation Articles of Incorporation Approved by the Corporation's membership at its most recent annual meeting on June 14th, 2014

The Articles of Incorporations of the Naval Historical Foundation, dated March 13, 1926, are hereby amended as follows: "The Naval Historical Foundation is a nonprofit member Corporation, as defined in Chapter 4 of the District of Columbia Nonprofit Corporations Code. The Foundation was incorporated in 1926 by Curtis D. Wilbur; Austin M. Knight; Hilary P. Jones; George Richards; J. Franklin Jameson; Elliot Snow; and Dudley W. Knox, of Navy Department, Room 2728, Washington, DC. The Executive Director is designated to accept service of process on behalf of the Corporation at 1306 Dahlgren Avenue SE, Washington, DC 20374."

Attachment (2)

NAVAL HISTORICAL FOUNDATION
Financial Status: 2013 and Outlook for 2014 and Beyond
HEADLINES

- Investment account:
 - Account value at \$1.2M after \$100K withdrawal for operating cash in 2014.
 - Investment managers are out-performing benchmarks to 5 years.
 - Commitment to maintain \$1M as “floor” in investment account.

- 2013 Recap:
 - A satisfactory financial year for the Foundation.
 - Expenses exceeded income by only \$1K due to a budgeted \$200K withdrawal from investment account.
 - Net assets decreased \$451K due to drawdown in cash on hand.
 - Museum Store revenues fell short of expectations by \$15K due to government disruptions and Navy Yard access challenges.

- 2014 through First Quarter Recap:
 - Income and expenses on track with budget.
 - New membership initiatives have produced steady increase in dues/donations.
 - Holloway Donor Society for donors at \$100K and higher has increased donations significantly.
 - Museum Store sales lagging 2013, due primarily to reduced visitors.
 - Additional investment cash withdrawal may be needed pending fundraising results.
 - Councilor Buchanan and Mitchell Audit issued a Business Advisory Letter expressing their concern about our operating deficit in 2013 and projected deficit for 2014.

- 2014 and beyond:
 - Project restricted funds balance to be fully expended by year-end.
 - Projecting income versus expenses into 2015 results in a shortfall of about \$300K although NHF leadership is working hard to generate increased corporate and private donations.
 - Need increased membership and donations to sustain operations.



Resolution of the Board of Directors of the Naval Historical Foundation

Whereas the Naval Historical Foundation was chartered in 1926 with a mission to preserve and honor the legacy of those who came before us; knowing that passing this legacy on will serve to educate and inspire the generations who will follow;

And Whereas we encourage the cultivation of original scholarship on the history of the United States Navy;

And Whereas we help supervise the publication of feature articles highlighting various aspects of U.S. naval history, including the technical aspects required to operate naval vessels;

And Whereas we need a dedicated corps of volunteers to generate content and raise awareness;

And Whereas Captain George Stewart, USN (Ret.), a 1956 graduate of the Massachusetts Maritime Academy, served on active duty in the United States Navy and Merchant Marine for over thirty years as an engineering officer, culminating as the commanding officer of the USS *Puget Sound*, where he developed the skills that helped him in his post-naval career in the ship design and marine engineering industry.

And Whereas George Stewart began writing as a volunteer guest blogger for the Naval Historical Foundation in February 2013, lending his personal stories of insight and expertise on marine engineering and the technical aspects of ships and their application to naval history.

And Whereas George Stewart wrote a series of highly successful blog posts about *Fletcher* Class Destroyers during the 1950s and his personal experiences working on commercial tankers in the 1960s.

And Whereas with George Stewart's help, the Naval Historical Foundation blog and website have greatly increased interest and awareness of the history of the United States Navy.

Therefore be it Resolved This Day that George Stewart be recognized as the Naval Historical Foundation Volunteer of the Year for 2013, and that the Board of Directors hereby expresses its thanks and gratitude for his tireless and selfless efforts on behalf of the Foundation, and the U.S. Navy.

Ratified and Attested this 14th day of June, 2014.

John T. Mitchell
Rear Admiral, U.S. Navy (Retired)
President, Naval Historical Foundation