



589th Engineer Battalion Association (Vietnam) Minutes of the September 3, 2025 Business Meeting

The 2025 Business Meeting of the 589th Engineer Battalion Association (Vietnam), which was held in conjunction with the 2025 Reunion at the Hampton Inn in Saint Robert, Missouri, was called to order on September 3, 2025, at 0900 hours by President Perry Blanchfield, pursuant to a notice of meeting provided to all members. Blanchfield declared that at least two-thirds of the members registered and present for the 2025 Reunion - the number which constitutes a quorum for the conducting of business - were present.

Agenda. A motion was made and seconded to approve the agenda as distributed to each member in attendance. Motion carried.

Invocation. Clifton Felts gave the invocation.

Pledge of Allegiance. All members stood, addressed the American Flag, and recited the Pledge of Allegiance.

Minutes of the September 5, 2024, Business Meeting. A copy of the minutes of the 2024 Business Meeting was provided to each attendee for review before the meeting. A motion was made and seconded to dispense with the reading of the minutes and approve the minutes of the September 5, 2024, Business Meeting as printed and circulated. Motion carried.

Welcome. President Blanchfield greeted three first-time reunion attendees, each having served with Company B of the 589th Engineer Battalion in Vietnam: Leland Wolf from North Dakota; Pete Tamas from Massachusetts; and Walter Swetkoff from Colorado. After being introduced, each stood and gave brief remarks about himself, his life after Vietnam, and his feelings about finally reuniting with the Association.

Report of the Audit Committee. Tim Cameron reported that the audit committee, consisting of Bill Carter, Jerry Nichols, and himself, had met with Treasurer Bob Spencer as a committee and reviewed the Profit & Loss Statement and the Notes to the Financial Statements. Copies of the financial reports, as well as the Notes to the Financial Statements, were presented to each of the meeting participants earlier to provide them with an opportunity to review and study the documents in advance of the meeting. Cameron reported that the Audit Committee reviewed the financial reports and supporting documentation, did not find any irregularities in the financial reports, and suggested that they be accepted. The motion made by the Chairman of the Audit Committee to approve the Report presented to the Business Meeting was unanimously approved.

Financial Report. Spencer addressed the meeting following the report of the Audit Committee and offered to answer any additional questions members might have, but there were none. Spencer noted that he had no further comments on the current financial statements but wanted to use his time as Treasurer to discuss two additional topics: the responsibilities of fiduciaries and their relevance to the Association as we wind down, and the broader issue of how the Association might reduce its cash balance as part of the process of preparing for dissolution.

Spencer thanked the Audit Committee members for their service to the Association and for having acted in an audit capacity since the early days of the Association's existence. He noted that they, as well as he, had maintained a fiduciary relationship with the Association while carrying out their duties. Spencer suggested that a simple definition of a fiduciary would define a relationship of trust that legally obligates one party to act in the best interest of another, with loyalty, care, and good faith. Spencer observed that because the Audit Committee fulfilled its responsibility with the utmost professionalism, the Association was able to grow and mature without a cloud of doubt and uncertainty growing over the Association's finances and financial transactions. However, the transition to dissolution will disrupt the fiduciary relationships that have existed between the Association and the Treasurer and Audit Committee by eliminating the Audit Committee from this day forward. The result will necessitate that the Transition Board members assume the Audit Committee's responsibility for monitoring the financial checks and balances implemented to assure financial integrity as we transition to dissolution. The Association's membership can only have confidence in the organization's leadership if there is financial accountability and the Transition Board members are acting as true fiduciaries. As we continue the business meeting and make decisions on how to transition the Association through

the dissolution process effectively, both the Association membership and those appointed to the Transition Board must keep the new relationships and responsibilities in mind.

Spencer noted that the second topic he wanted to comment on at this point in the meeting is the Association's significant cash balance, observing that a sizeable cash balance isn't a problem, but spending cash reserves down haphazardly without first understanding all the potential uses for that cash could be. To help everyone gain a better understanding of the options before them, Spencer suggested that any discussion to commit money for any specific purpose be delayed until the delegates have an opportunity to review the action they need to take to advance the dissolution process. It was generally agreed that the meeting would complete an overall review of dissolution strategies before making spending commitments.

Dissolution Plan Recommendations. The "Dissolution Plan Recommendations," prepared by the members of the Governing Board in response to a resolution requesting such from the 2024 Business Meeting, was distributed by email to all registered members of the 589th Association around August 1, 2025, and copies were again provided before the meeting to those attending in person. As outlined in the 2024 Resolution requesting this, the Dissolution Plan Recommendations provided information and action steps explaining what will happen to the Association's assets upon dissolution, offering a framework to continue recognizing and honoring our fallen Brothers, a governance plan extending from the 2025 Business Meeting through the dissolution of the Association, and a discussion on how the 589th Association's website may support the fraternity of 589th Brothers. While the document presented options for the membership's consideration, emphasis was placed on the ideas contained therein as being suggestions and/or possibilities to be developed, not strategies that the delegates should adopt without enhancement. Members of the Governing Board reiterated that the membership always has the final say, and that they, both individually and as a Board, remain committed to fulfilling the membership's directives.

Governance Plan. Spencer presented the Governing Board's recommendations on governance during the dissolution phase of the Association, which were detailed in a document titled "Transition Board of Directors." Spencer noted that the Board of Directors was being called the Transition Board of Directors to reflect the reality that the Association will be dissolving, and the Transition Board will be responsible for managing that process on the Association's behalf. As a result, the Transition Board will have expanded authority and responsibilities as tasked by the membership, which will be in contrast to those exercised by the governing board empowered during the Association's former years.

The governance proposals recommended that the Transition Board consist of three members chosen by the membership. It was suggested that these members be Perry Blanchfield, Nick Kallas, and Robert Spencer, who are collectively believed to have the skills and knowledge necessary to manage the dissolution process and make the required updates to the Honor Our Fallen program and the Association's website. Besides overseeing the Honor Our Fallen program and the website, the Transition Board will also be responsible for protecting the Association's assets and liquidating them according to the members' recorded instructions. In the past, the Governing Board reported to the members during business meetings at each reunion. As we advance, without reunions, that opportunity to report and be accountable to the members will disappear. That change will require a higher level of trust between the Transition Board and Association members, which can only be built by keeping members informed about the transition's progress and the activities the Transition Board is undertaking to keep the Association united. Above all, the Transition Board will retain a fiduciary obligation and relationship with the membership.

Following a lengthy membership discussion on governance and Transition Board responsibilities, the following resolution was made, seconded, and adopted:

BE IT RESOLVED, that the Transition Board be established to preside over the dissolution process of the Association, and

BE IT FURTHER RESOLVED, that the Transition Board consists of three (3) members, and

BE IT FURTHER RESOLVED, that the three Transition Board members shall be: Perry Blanchfield, Nick Kallas, and Robert Spencer, and

BE IT FURTHER RESOLVED, that any vacancies in the Transition Board shall be filled from the ranks of the Association's membership at the discretion of the remaining Transition Board members, any director seat may be declared vacant by a majority vote of the Board members, and directors will serve on the Transition Board without compensation but may be reimbursed for approved out-of-pocket expenses incurred on behalf of the Association, and

BE IT FURTHER RESOLVED, that the Transition Board is authorized to allocate the available funds it considers appropriate to enhance the Association's website and Honor Our Fallen programs, to continue fulfilling the goal of preserving and fostering the spirit of fellowship among members and commemorating the memory of those men of the 589th Engineer Battalion Association who gave their lives in the service of our country, and

BE IT FURTHER RESOLVED, that the Transition Board is authorized and directed to:

- File all necessary dissolution documents with the appropriate federal and state agencies.
- Notify the Internal Revenue Service and submit a final Form 990 with Schedule N.
- Settle all outstanding debts and liabilities.
- Distribute remaining assets following IRS requirements for 501(c)(19) organizations, specifically to one or more qualifying veteran or charitable organizations, and close all accounts.
- Notify all members, donors, and stakeholders of the decision.

Honor Our Fallen Program. One of the activities that has given more profound meaning to the 589th Association is recognizing each of the 26 Brothers we lost while serving in Vietnam by placing flowers on their graves each Memorial Day. Unfortunately, the Association struggles with a sense of obligation to continue honoring those who made the ultimate sacrifice, while also facing the realities of aging that limit our ability to do so. It was acknowledged that the effects of time will inevitably bring our current Honor Our Fallen program to an end, regardless of our personal wishes or any efforts we make to prevent it. A lengthy group discussion with enthusiastic participation took place, focusing on two scenarios: first, ways to sustain the current program for as long into the future as possible; and second, ways to honor our fallen that would not require the active participation the Association will eventually be unable to provide.

While discussing ways to extend the current Honor Our Fallen program for as long as possible, the delegates' opinions began to coalesce around one central idea: delay the official dissolution of the Association until after Memorial Day 2026 and fund the 2026 Honor Our Fallen program through the 589th Association. Following Memorial Day 2026, proceed with the dissolution of the 589th Association, while arranging for an entity that will pledge to continue the Honor Our Fallen program for a set amount of time in exchange for a donation of 589th Association funds authorized by the Transition Board. The delegates recognized and discussed the complexities and limitations involved in funding the program outside the corporate boundaries of the Association. Still, the winning argument prevailed—that the Honor Our Fallen program has been a core activity of the Association, and our fallen Brothers deserve our recognition as long as we have members standing. Foremost, the majority declared that this is a membership decision, and the membership has spoken.

The second focus of discussion revolved around what was described as a forward-looking transition—one that prepares us for a future when members of the 589th Association will no longer be able to fulfill our current commitments. It was recommended that we acknowledge the importance of adopting new ways to honor our fallen, not just before we pass but also before we are affected by age-related ailments. The Wall of Faces, created by the Vietnam Veterans Memorial Fund, was presented as a practical and highly credible long-term option for our Honor Our Fallen program. Spencer pointed out that photos of every Vietnam veteran whose name appears on the Wall in Washington, DC, are posted on the Wall of Faces, along with their burial locations, dates of death, and notably, pages of remembrances from friends and family. It was suggested that to honor our fallen in a way that endures forever, the 589th Association should post a remembrance at each fallen's site, highlighting their contributions to the mission of the 589th Engineer Battalion, along with personal observations that individuals may choose to share. Spencer shared that he thought that creating a unique 589th Association remembrance for each of our fallen would be a significant undertaking, requiring considerable time to accomplish, but would create a memorable tribute to our fallen Brothers.

Following a thorough discussion and sharing of thoughts and opinions, the following motion was made, seconded, and carried unanimously:

WHEREAS, the 589th Engineer Battalion Association – Vietnam in 2014 established a program entitled Honor Our Fallen to recognize those soldiers serving with the 589th Engineers in Vietnam who gave their lives in service to our country, and

WHEREAS, the purpose of the Association, as outlined in its Bylaws, is to locate and unite Vietnam veterans of the 589th Engineer Battalion and attached units, foster fellowship among members, and honor the memory of those soldiers who sacrificed their lives in service to our country, and

WHEREAS, the members of the 589th Association have expressed their commitment and determination to continue the current Honor Our Fallen program at least through Memorial Day 2026 and beyond, for as long as the Transition Board can manage such, and

WHEREAS, the membership wishes to start a program using the Wall of Faces that will prepare us for the future when members of the 589th Association may no longer be able to fulfill our current commitments, and

NOW, THEREFORE, BE IT RESOLVED, that the Transition Board of the 589th Engineer Battalion Association – Vietnam delay the formal dissolution of the Association until after the 2026 Memorial Day weekend, and

BE IT FURTHER RESOLVED, that the Transition Board coordinate and fund the Honor Our Fallen program for the 2026 Memorial Day celebration at the traditional funding level from Association resources, and

BE IT FURTHER RESOLVED, that the Transition Board formulates a plan that would conceivably fund the Honor Our Fallen program outside of the current 589th Association for an additional period of time, which would be determined by available funding and volunteer participation, and

BE IT FURTHER RESOLVED, that the Transition Board coordinate, utilizing whatever resources are at its disposal, the posting of “Remembrances” on the pages of each of our Fallen Brothers found on The Wall of Faces, making the most significant effort possible to have the Remembrances complete by Memorial Day 2026.

Website Activity. Blanchfield led a discussion about the 589th website, focusing on the features that the Association's members want to keep in the future, as well as features that are not currently available but could increase usage if added. It was noted that website traffic and other electronic communications will be vital to the success of our association moving forward. Just as increased site traffic encourages more visits, the opposite is true—the less people use the website, the less attractive it becomes for others to explore. Those present were not quick to identify new features they would like to see added, but they did mention that their favorite pages are the Guestbook Page and the Latest News. The cost to maintain the website was discussed, with Blanchfield disclosing that he has been funding most of the expense himself. While the delegates in attendance considered that very generous, they were reluctant to see that arrangement continue. Instead, the members strongly expressed their opinion that Association funds be used for that purpose, at least as long as they are available. Blanchfield indicated that he currently has several website changes in mind, will continue to implement them, and will discuss additional changes with the Transition Board members.

The Allocation of Financial Resources. The members' attention was drawn to the Distribution of Assets section in the Dissolution Plan Recommendations handout. Spencer reported that the memorabilia in possession of the Association has been either returned to its original owner, given away, sold, or otherwise disposed of. All PX inventory has been disposed of. The only asset the Association currently owns is the money in its cash account, which totals approximately \$20,000. Spencer reviewed the general guidelines for distributing assets from a not-for-profit organization, which state that upon the organization's dissolution, assets shall be distributed for one or more exempt purposes under section 501(c)(19) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be given to the federal government or a state or local government for a public purpose. Any assets not disposed of in this manner shall be handled by a Court of Competent Jurisdiction in the county where the organization's main office is located, solely for such purposes, or to such organization or organizations as the Court shall decide.

There was a discussion about how to handle the Association's cash assets, with Spencer suggesting that the membership could decide how the funds are spent, or it could charge the Transition Board members with that responsibility. However, he emphasized that it was most important for the membership at this business meeting to have that privilege, as each member has strong feelings about what they consider most important. After discussing methods to allocate the Association's cash assets, the following was moved, seconded, and adopted:

NOW, THEREFORE, BE IT RESOLVED, that the cash reserves available for distribution be determined after deducting all the expenses of the 2025 Reunion from the bank balance as of August 31, 2025, and

BE IT FURTHER RESOLVED, that thirty percent (30%) of the available funds be held for distribution to the Vietnam Veterans Memorial Fund, and

BE IT FURTHER RESOLVED, that thirty percent (30%) of the available funds be held for distribution to the Vietnam Veterans Wall of Faces, and

BE IT FURTHER RESOLVED, that thirty percent (30%) of the available funds be held in reserve and committed to the Honor Our Fallen program, and

BE IT FURTHER RESOLVED, that ten percent (10%) be held in reserve for the 589th Website construction and maintenance, as approved by the Transition Board of Directors.

Motion to Dissolve. Although a specific date for the final dissolution of the Association was not yet set, it was generally agreed that declaring a specific date for the action would be appropriate. A general discussion followed, during which those present shared their opinions and expressed their thoughts. Following the discussion, the following resolution was moved, seconded, and adopted:

NOW, THEREFORE, BE IT RESOLVED, that it be the desire of the membership of the 589th Engineer Battalion Association, and such desire is hereby communicated to the Transition Board of Directors to act upon, that dissolution of the Association occur before September 3, 2026.

Toast to our Absent Brothers. Those in attendance participated in the toast to our Absent Brothers, led by Larry Jenkins. To the Brothers we lost in Vietnam; to the Brothers we have lost since returning home. Although they are not with us in body, they remain with us in spirit. To our Absent Brothers.

Closing prayer. Randy Joyner offered the closing prayer.

Adjournment. A motion was made and seconded to adjourn the meeting. Motion carried.

Respectfully Submitted,



Robert Spencer, Secretary