



April 3, 2025

TO: Mark Hille, CEO, AFA AOG and Foundation

AFA AOG BOD Members Brian Bishop, Cathy Almand, Ginny Caine Tonneson, Glenn Strebe, Joseph Bledsoe, William "Trapper" Carpenter, John Cinnamon, Nathan Dial, Garry Dudley, Christian Evans, Hank Hoffman, Lee Krauth, Bob Lowe, Hans Mueh, Emma Przybyslawski, Jennifer Walters

FROM: Newly Elected AFA AOG BOD members Rod Bishop, Christopher Walker, Dan Bohlin, Alexander Fogassy, Denny Merideth

Ladies and Gentlemen,

As newly elected Directors to the Air Force Academy Association of Graduates (AOG) Board of Directors (BOD) we express our appreciation for your service on the current BOD and we look forward to working with all Directors forming the new BOD on April 25th. We are enthusiastic about the potential to advance transparency, increase opportunities for graduate voices to be heard, and expand relationships with nodes of influence. All of these will do much to support graduates, cadets, the Air Force Academy, and both the Air Force and Space Force. We know that all of you and us as Directors have the best interests of the AOG and the Academy deep in our hearts as we work together.

Unfortunately, governance documents have not kept pace with the needs of the AOG and the accepted practices of conducting Board business, though well intentioned, have not promoted transparency. An important goal that we, newly elected members, want to deal with on the new Board is to take action that properly aligns governance documents with best practices and make every reasonable effort for transparency.

Although we look forward to what is possible together on the new Board, we must highlight the actions taken regarding the recent Special Meeting and to clearly state our objections to your appointment on March 19, 2025, of two individuals as **voting** members of the BOD; and to ask that the current BOD either revoke its two appointments or, if it chooses not to do so, it make the two appointees *ex officio* members having no authority to vote; or, if the BOD will not revoke the appointments or the two members' right to vote, we ask the two appointees to voluntarily agree to not accept the right to vote.

We make those requests for the following reasons:

1. 2522 AOG members signed a petition to put on the February, 2025, AOG election ballot amendments to the Articles of Incorporation and the Bylaws of the AOG, to change AOG policies and the BOD members.

2. 813 signers of that petition wrote comments, viewable at [Comments from Graduates](#), overwhelmingly expressing dissatisfaction with current policies/practices of the AOG and/or the Air Force Academy.
3. The results of the February, 2025, election were that 76.4% voted for the amendments; the five undersigned were elected to the BOD by receiving the most votes; and the 3 BOD incumbents who sought re-election were not re-elected.
4. Following the election, the first official action of the existing BOD, which remains in effect until the newly elected BOD is deemed to start on April 25, 2025, was to hold a “special” meeting, held mostly in Executive Session, on March 19, 2025. At that meeting, the incumbent BOD unilaterally redefined the makeup of the new BOD by **appointing** two individuals as **voting** members of the newly elected BOD.
5. We object to these appointments of **voting** members of the newly elected BOD, for at least the following reasons:
 - A. The probable effect with these two new appointments after the February, 2025, BOD election is to shift a narrow majority **for** change without the appointments to a narrow majority **against** change with the appointments. Thus, the effect of these appointments by the incumbent BOD probably will, and certainly may, thwart/undermine the overwhelming desires by the AOG membership to change AOG policies and the direction and composition of the AOG BOD.
 - B. These appointments were optional and not required.
 - C. One of the appointees was appointed even though that person’s attempt to be re-elected to the BOD was not successful.
 - D. There was and is no clearly stated need for an appointed BOD member, and certainly no need for an appointed BOD member having the authority to vote on the BOD.
 - E. Even if there were appointments to fulfill one or more specialized needs other than shifting the balance of voting power on the new BOD, those needs could be fulfilled by *ex officio* BOD members who are non-voting, or by volunteers or paid staff.
 - F. Any appointment to the BOD should have been made by the newly elected BOD instead of by the incumbent BOD because the newly elected BOD reflects the views of thousands of AOG members who voted for the new BOD members and the amendments. The appointments having been made by the incumbent BOD instead of by the newly elected BOD reflects the elitist view, actually expressed by some, that the incumbent BOD knows the needs

of the AOG better than does the newly elected BOD that reflects the most recent views, needs, and desires of the AOG membership.

- G. A public notice of and agenda for the March 19, 2025, meeting was not provided “with a minimum of ten business days notice, if possible” of the meeting, as required by Article V, Section 7c of the AOG Bylaws, and in accordance with Colorado Revised Statutes Sections 7-127-102 and 7-127-104.
- H. Bylaws Article V, Section 8, states that “[a]ll Board meetings shall be open to all members who are able to attend in person [but] does **not** include attendance at committee meetings or special meetings.” (Emphasis added.) One or more elected BOD members were prohibited from attending meetings of the Nominating Committee, resulting in the inability to observe how the Nominating Committee selected the nominees for appointment to the BOD. We strongly believe that all elected BOD members should have been, and should be, allowed to attend all BOD committee meetings.
- I. Bylaws Article V, Section 7B, states that “[s]pecial meetings are **not** considered **open** meetings” (emphasis added). However, that requirement for secrecy contradicts Colorado state law providing when and how a “nonprofit corporation shall hold a **special** meeting **of its members**.” CRS Section 7-127-102 (emphasis added). Similarly, see CRS Section 7-127-102(b)(2)(“**members** entitled to demand a **special** meeting”), (b)(4)(“**Special** meetings **of the members**”), (b)(5)(“**special** meeting **of the members**”)(emphasis added). A meeting that is not “open” to its members is not a meeting “of” its members. Moreover, the BOD discussed its selection of the appointees in Executive Session, meaning privately instead of in view of the AOG membership. Appointments, if any, to the BOD should be discussed by the BOD in open session.

It would be non-reflective of the will of the voters, and considered absurd, if after voters had elected a Greens Party majority to the US House of Representatives, a Libertarian controlled “lame duck” US House of Representatives were to appoint additional Libertarians to the newly elected House membership in order to “shape” and to maintain Libertarian control in the newly elected House of Representatives. Similarly, we believe that it is inappropriate for the incumbent BOD to appoint voting members to the newly elected AOG BOD. Therefore, we ask that the incumbent BOD or the appointees themselves take the actions stated above.

The five undersigned newly-elected AOG BOD members ran on a platform of "transparency" and "giving grads a voice." Appointing an additional two members to the BOD by vote of only 13 grads and doing so using a "special," "secret" Executive Session meeting in which the graduate community was effectively barred from attending, certainly is NOT "giving grads a voice" and being "transparent!"

Regardless of the current BOD good intentions, the optics of the March 19th Special Meeting is not positive and therefore warrants our stated objections. Our intention is to take up our positions on the BOD with eyes forward committed to developing a close professional working relationships with all members of the BOD. Together there is no doubt we can take many positive steps for all stakeholders.

Respectfully,



Rod Bishop



Chris Walker



Dan Bohlin



Alex Fogassy



Denny Merideth