

**American Knife & Tool Institute**  
**Board of Regents Meeting**  
April 5 & 6, 2010  
Holiday Inn Express, Denver, CO

The Board of Regents meeting of the American Knife & Tool Institute on Monday, April 5, 2010 was called to order at 3:00 p.m. by AKTI President Goldie Russell (A.G. Russell Knives). Regents present: CJ Buck (Buck Knives), Les de Asis (Benchmade), AKTI Vice President Bill Raczkowski (Gerber), Rod Bremer (CRKT), Mike Manrose (Meyerco), Clint Kadel (United) and Craig Green (Kershaw). Regent absent: Gil Hibben (Knifemakers Guild)-proxy to Goldie Russell. Others: Peggy Bremer (CRKT), Howard Fox (United) and AKTI Executive Director Jan Billeb.

These minutes are formatted on a per-subject basis, not the chronological discussion.

Discussion followed until 6:00 p.m. reviewing AKTI's vision (picture of what is wanted for the knife community), mission (purpose, reason AKTI exists), goals (how to accomplish mission), and what important areas those goals cover. Attachment 1 is an outline of discussions.

Tuesday, April 6, 2010, the meeting of the Board of Regents was called to order by AKTI President Goldie Russell at 9:00 a.m. After a review of the previous day's discussion, it was agreed that Rod Bremer would work on a one-page effort on the mission and goals to be reviewed by the Board.

Discussion followed on organizational issues (see agenda and attachments) regarding the board of regents, officers, executive committee, and advisory board. Attachment 2 is an outline of discussions.

Additional topics covered:

Blade Show – It was suggested to change the annual meeting time to Sunday and use a seminar room to get better attendance. The meeting plan would include an announcement about the re-written mission statement, to celebrate what was accomplished with U.S. Customs, and a plea for help.

Jan Billeb and Dan Lawson were excused during discussion of their roles and responsibilities.

Rod Bremer moved, Clint Kadel seconded to accept Jan Billeb's proposal regarding the responsibilities of the Executive Director (attached). Motion carried unanimously.

Dan Lawson's generous offer to provide legislative liaison services, in addition to being AKTI's legal contributing counsel, to AKTI pro bono was accepted unanimously.

Working with other organizations – Discussion followed on ways to better work with other organizations, specifically those who were supportive during the U.S. Customs' effort. A list needs to be developed of contacts within organizations with a brief summary, current members contacted regarding other organizations that would be good resources, and every opportunity should be made to meet with other organizations.

The concerns of working cooperatively with Knife Rights were discussed. Les de Asis, Bill Raczkowski and Rod Bremer agreed to draft concerns for communicating with Knife Rights and having a respectful relationship, and to work with Jan Billeb and Goldie Russell on talking points for consideration at the Blade Show meeting.

Goldie Russell and Jan Billeb agreed to work on drafting changes to present to the Board and begin discussion what changes may be needed to the AKTI Bylaws with a tentative plan to have a draft by the Shot Show meeting 2011.

Les de Asis moved, Craig Green seconded to adjourn the meeting at 4:15 p.m.

Respectfully submitted,

Jan Billeb  
AKTI Executive Director

Attachment 1 – to Minutes of BOR Meeting April 5-6, 2010

## **AKTI Strategic Planning Meeting Discussion**

*Confidential – discussion among Board of Regents*

Questions & comments to discussion of review of AKTI's mission, goals, discuss vision of what AKTI should be.

**What do industry members want AKTI to be? What is the future going to look like, what is important? What should AKTI focus on?**

1. Protecting individuals' right to own, carry and use knives.
2. Keeping knives in American lives.
3. Protect ability to be in business - major issue keeping knives legal, i.e. keeping knives in American lives.

**AKTI's current mission includes – Educate – Promote – Inform – who and what?**

Is educating law enforcement about knives more important than educating the public about the importance of knives as tool versus weapon? Education should mean de-stigmatizing knives.

Current public sense – there's enough government restrictions versus need to be tough on crime attitude in past.

## **What are key things we should do?**

1 – **Legislation** – Continue to be active (reactive or proactive) to promote state laws changes – eliminate all possession language. Ensure Americans’ ability to own, carry and use knives and edged tools. (Quest: Would including switchblades on concealed carry permits solve possession issues?)

2 – **Build organization** – Get out information about AKTI to increase involvement and membership to have more resources (need to develop list of all potential AKTI members in industry).

3 – **Educate** - Law enforcement (agencies, organizations, academies) and individuals will by osmosis. (Didn’t distribute definitions and knife measuring protocol within the industry.)

*Promote, Educate and Inform. Do fewer things – but do them better.*

## **Objectives to accomplish key goals:**

- I. Sensible knife legislation – What is it?
  1. Eliminate knife possession laws
    - a. Focus on state laws
      - 1) Identify most offensive
      - 2) Develop strategy based on potential success and impact
  2. Regulation (TSA)  
Support efforts of others
  3. Clarify outdated terminology
    - a. Revise list of definitions and characteristics, i.e. blade length
    - b. Determine approach with state legislatures
  4. Address zero tolerance laws
    - a. Identify federal mandate to schools
    - b. Position paper – give authority person common sense discretion
    - c. Investigate other areas where zero tolerance is affecting knife ownership
- II. Continue developing AKTI as the accurate source of industry information
  1. Industry statistics
  2. Definitions
  3. Consumer demographics
- III. Build membership

- A. Goal – have 100% industry involvement
  - 1. Cash vs energy/action
  - 2. Stick vs reward
  - 3. Potential industry membership (follow the cash):
    - a. manufacturers
    - b. importers
    - c. distributors
    - d. retailers
    - e. suppliers
    - f. rep groups
    - g. publishers
    - h. buying groups
    - i. consumers
- B. Reciprocal organizations – labor/action agreements

- IV. Educate law enforcement
  - Attorneys General
  - District Attorneys
    - Knife measuring protocol; approved definitions
    - One-on-one meetings
    - Meaningful information/statistics
  - Law enforcement officers:
    - Identify opportunities to influence training
    - New officers
    - Ongoing certifications
    - Trainer associations
      - DVD about knives – how they work, different types

Attachment 2 – to Minutes of BOR Meeting April 5-6, 2010

## **AKTI Organizational Planning Meeting Discussion**

*Confidential – discussion among Board of Regents*

### **I. Board of Regents**

A., Agreed Regent is the company. One company one vote.

Who can represent the company? Agreed up to the organization to decide and be approved by the board.

If someone is on the board and not making decisions or not doing work – then the board needs to ask the company why they are sending this person, what can they contribute?

B. Agreed wording to Bylaw 8 (a) okay.

(a) Board of Regents. The Board of Regents shall have supervision, control, and direction of the affairs of the association, shall execute the policies, and decisions, shall actively prosecute the association's objectives, and shall

have discretion in the disbursement of funds. It may adopt such rules for the conduct of its business as shall be deemed advisable, and may, in the execution of powers granted, appoint subcommittees or agents for specific assignments.

C. Agreed sample Board Position Description (inserted below) covered concepts well.  
Board Position Description

Purpose

The Board is legally responsible for all activities of the organization. The Board has responsibility for setting policy, approving and monitoring the organization's budget, and determining the nonprofit's goals and strategic direction.

Minimum requirements/qualifications

A demonstrated understanding and agreement with the organization's mission and goals.  
Specific experience and/or knowledge in administration, finance, personnel, program development, public relations, fundraising, legal, legislation or communications that would complement the attributes of current board members.  
Senior level authority to make decisions on behalf of their member company in organization deliberations.  
Behavior that indicates commitment to high ethical standards.

Expectations

To function as a team member in the best interests of the organization.  
Attend \_\_\_ board meetings annually; provide proxy if unable to attend or designate a representative.  
Be responsible for any expenses related to attendance at meetings.  
Active promote the organization and solicit new members.  
Be proactive in fundraising efforts.  
Actively serve on at least one committee.

Key Responsibilities

- Set policy: Ensures that the nonprofit meets legal requirements for the conduct of nonprofit business and affairs. Responsible for adopting bylaws and ensuring that the board and organization operate within their limits. Approves policies that determine the purpose, direction, programs and activities, and actions of the nonprofit
- Plan and evaluate: Evaluate and review the nonprofit's operations and performance. Think long-term and plan strategically for the nonprofit's future
- Human resources: The board supervises, employs and evaluates one individual – the executive director. The board approves personnel policies. Board members participate in the recruitment, selection, and education of board members.
- Finance: Approve and monitor the nonprofit's finances. Approve a budget that helps the nonprofit fulfill its mission. Ensure that sufficient funds are available for the organization to deliver services. Authorizes and approves the annual audit. Approve contracts.

D. Reviewed internal board rules (2000 version inserted below) and agreed in principle that:  
Delete #4  
Need to set quorum standard language in Bylaws  
Reword #6  
#7 & 8 okay  
#9 – period after unanimously and delete rest of sentence  
#10 – change “should” to “may” and “every” to “any”

BOARD OF REGENTS INTERNAL RULES:

1. The four goals really are the four goals
2. Personal history is outside the room; the concern is for the future.
3. Regent meetings are attended by Regents, the Staff, and designated Regents' Guests mutually agreed on; Institute meetings are public.
4. Regents chair meetings in rotation; the upcoming Chair arranges the venue with Staff assistance; no deputies.
5. Regents agree on specific modes for approving actions; for example, any four Regents –absent the others- can approve beginning action at need by Ad Hoc Committees, to include Staff support -- provided all the Regents agree that is their rule.
6. The Regents are publicly announced; Regents may, for reason, speak to Institute meetings or be quoted by the Institute in public statements; Regents do not speak for the Institute unless three are agreed.
7. Regents withdraw from the Board at need; the remaining Regents replace the resigned member by nomination-and-vote or consensus; the new Regent's name is announced.

8. A Regent may be asked to resign by all of his peers. If asked thus, a Regent will resign. There is no comment outside, ever.
9. Regents will create new rules unanimously; if only one disagrees, he should abstain in support of the group's four goals.
10. Regents should review rules and policies at every meeting and change them at need.

## **II. Discussion on confidentiality issues.**

- A. Agreed that only staff should have access to AKTI state of the industry information. Discuss possible use of an accounting firm to gather future information.
- B. Agreed information regarding dues status and contribution amounts is available to and confidential amongst board members.

## **III. Officers**

- A. Wording from 3/2001 meeting minutes (inserted below) may need to be incorporated into Bylaws.

3/2001 - Board of Regents, acting as the Election Committee, per the AKTI Bylaws, established the policy: The term of office will be two years. The President will be replaced by the VP/Secretary at the end of the President's two-year term. The new term will start the first of the month following the annual meeting. If the need arises for a replacement, the past president will fill-in the vacancy for the Board of Regents will vote a replacement.

- B. **President:** Need to review further sample responsibilities outlines (inserted below). Responsibilities of president should include reaching out regularly to Board members.

### **President**

Per Bylaws: The president shall be chief officer of the association, and shall be a member ex officio of all committees. The president shall communicate to the association such matters and make such suggestions as may in the president's opinion tend to promote the welfare of and increase the usefulness of the association, take charge of and supervise the performance of agents of the association, prepare an annual report of the association, and shall perform such other duties as are necessarily incident to the office

### **Responsibility areas as:**

#### **Planner**

Works with the executive director to plan meeting agendas.  
Maintains a yearly overall view and report of activities to the board.  
Ensure the board is completing duties mandated by board policy or bylaws.

#### **Facilitator**

Facilitates meetings or assigns someone to function as facilitator.  
Ensures all board members have fair participation in meetings.  
Moves the board to action on issues.

#### **Delegator**

Make appropriate appointments of board members and others to committees.  
Make sure committees are clear on assignments.  
Hold committees accountable for jobs assigned.  
Ex officio member of all committees.

#### **Liaison**

Interpret concerns and needs of the board and executive director.  
Sounding board and support for executive director.

#### **Team builder**

Foster team concept among board members.  
Mediate, counsel and discipline board members as needed.

- C. **Vice President/Secretary:** Position title should be just Vice President or Vice President/Treasurer. Sample responsibilities inserted below.

Per Bylaws: The vice president/secretary shall be alternate chief officer of the association and shall perform all duties of the president in the president's absence or inability to perform the duties of the office of president. The vice

president/secretary shall perform such other duties as may be assigned by the president or as may be defined by the Board of Regents.

**Responsibility areas as:**

**Backup for president**

Stay current on issues and methods of board operation.  
Assume presidential duties as needed.

**Support for executive director**

Work with executive director in budget preparation.  
Review financial reports.  
Co-sign checks as necessary.

**Committee chair**

Serve as committee chair as assigned by president.

**Assistant to president**

Complete specific duties as requested by the president.

D. **Bylaws:** Dan Lawson will assist with checking on any West Virginia state regulations regarding Bylaws.

**IV. Executive Committee**

A. Reviewed samples provided (inserted below) and agreed that in Sample 1:  
Section 1: Outgoing president should serve one year on the Executive Committee (if still on the board); add Executive Director.  
Section 4: add “quarterly” before “meeting.”  
Section 4: add – if one person on the Executive Committee feels an issue should go to the Board of Regents, and then the issue must be presented to the Board.  
Suggestion made the Executive Committee and/or Board of Regents should have monthly meetings. Agreed that for now we will hold quarterly meetings.

Sample 1:

**Article VIII - Executive Committee**

**Section 1. Composition.**

The Executive Committee shall consist of the President, President-Elect, Vice-President, Secretary, Treasurer, and immediate Past President.

**Section 2. Duties.**

The Executive Committee shall be responsible for the governance of the Association between meetings of the Board of Directors.

**Section 3. Powers.**

The Executive Committee shall have all the powers of the Board of Directors in the governance of the affairs and funds of the Association between meetings of the Board of Directors other than the powers expressly reserved to the Board of Directors by these Bylaws and by the XXX General Not-for-Profit Corporation Act.

**Section 4. Reporting.**

The Executive Committee shall report its actions to the Board of Directors at its next meeting.

**Section 5. Quorum and Voting.**

A majority of the Executive Committee shall constitute a quorum, and the vote of a majority in attendance at the meetings at which a quorum exists shall constitute the act of the Executive Committee. No action shall be taken by the Executive Committee except at a scheduled meeting.

**V. Advisory Board**

A. Need to develop better description of advisory board; expectation that they serve on at least one committee; invited to Blade and Shot Show meetings.

- B. Agreed only members of the Board of Regents can serve as officers.
- C. Acceptance on application must be subject to approval by the board of regents.
- D. Agreed advisory do NOT have a vote in Board of Regent meetings. (Can they vote at BOR and Advisory Member meetings, or only in Advisory only meetings?)

## **VI. Executive Director**

Job description (provided by Jan Billeb inserted below) needs to be reviewed further and tied into plans to do a review of performance.

### **Executive Director Job Description and Responsibilities**

The AKTI Executive Director reports directly to the Board of Regents, working closely with the president and vice president, to provide professional, responsible and efficient association management services in alignment with the AKTI's mission statement, bylaws, policy statements, and as directed by the Board of Regents.

#### **Administration**

Responsible for all association administration needs.  
Respond to requests received by mail, phone, email, fax.  
Coordinate arrangements needed including agreements with accountants, lobbyists, printers, and other service providers.  
Monitor relevant legal, insurance, and tax issues.  
Maintain records per the AKTI's Document Retention and Destruction Policy.

#### **Board of Regents**

Assist the Board of Regents in fulfilling its responsibility to set policy and conduct its business for the association.  
Keep board members informed of issues.  
Make arrangements for meetings, prepare notices and agendas for review by the president, and keep minutes of all meetings.  
Assist the president with specific initiatives.  
Assist committees and/or chairs as needed.  
Non-voting member of the Board of Regents and other committees.

#### **Financial**

Coordinate directly with the vice president on all financial issues.  
Maintain general ledger; deposit all monies and pay bills timely.  
Create accounts payables reports for vice president and president.  
Prepare financial reports for review: quarterly to officers; semi-annual to Board.  
Review budgeting with officers.  
Work with accountant, prepare records for tax preparation, and file sales tax and business reports.

#### **Membership**

Work with the membership committee on program development and members' issues or problems.  
Assist membership committee as needed with recruitment plans.  
Process new memberships and renewals.  
Maintain membership and prospect databases.

#### **Legislation**

Work with legislative committee on legislative initiatives and issues.  
Correspond with legislators to support or oppose legislation.  
Assist legislative liaison and committee with position papers and communications.  
Coordinate with legislative liaison/ contributing legal advisor inquiries received regarding legal cases and legislative issues.  
Monitor legislative tracking system, along with legislative liaison and committee.  
Research and screen potential lobbyists for interview by the committee and/or board.  
Coordinate between lobbyist, legislative liaison and board members, as assigned



### **Communications and Marketing**

Provide consistent message regarding the association's mission, programs and legislative initiatives as approved by the board and/or president through all forms of media.

#### **Promotion Related**

Create and implement an annual marketing plan and budget to promote the association.  
Generate press releases and/or stories promoting the association and knives in a positive light to knife press and others.  
Attend major shows to coordinate AKTI presence, as assigned.  
Provide current ads to magazines providing complimentary space.  
Create and maintain contact lists of publications, writers and other resources.

#### **Membership Related**

Develop and regularly review membership recruitment materials in coordination with membership committee.  
Develop and regularly review materials to assist corporate members in promoting their membership and the association within and without their company.  
Develop contacts at corporate member companies of marketing people and other resources to assist in promoting the association to the public, their customers, suppliers and others.  
Edit and produce newsletter provided to membership and free to retailers.

#### **Communication Related**

Create regular e-mail communications to grassroots supporters and all categories of membership.  
Develop content and update website information.  
Maintain association visibility on major knife forums and website blog.  
Implement and manage social media communications program.  
Write and periodically review all standard AKTI correspondence to members.  
Develop and update as needed communications such as talking points, white papers, etc.  
Develop and distribute periodic introductory mailings to attorneys generals, legislators, other organizations.  
Respond to press questions and/or direct to Regents for interviews.

#### **Specific Projects**

Collect and compile statistical information such as State of the Industry, as directed by the board.  
Generate fundraising materials for specific board campaigns.

## **VII. Legislative**

- A. Need to reword last two items under responsibilities draft (inserted below) for legislative liaison.
- B. Need board policy on wording of all legislation introduced for thorough review and approval by the board.

#### **Legislative Liaison**

The AKTI Legislative Liaison reports directly to the Board of Regents, working closely with the executive director, officers and AKTI's contributing legal counsel, to coordinate the legislative efforts of the association.

#### **Responsibilities:**

Monitor legislative tracking system reports to review with legislative committee for possible action recommendations to the Board or Regents.  
Maintain the private files on the legislative tracking system which is viewed by members from the AKTI website.  
Respond to individual inquiries regarding legal issues or possible legislative problems.  
Research laws to change to recommend to the Board of Regents.  
Write position papers or communications for executive director on specific issues.  
Coordinate between lobbyists, executive director and the board, as assigned.  
Effectively communicate with lobbyists, lawmakers, members and other organizations.

#### **Legal Contributing Counsel (Dan Lawson)**

The AKTI Legal Contributing Counsel advises the Board of Regents as needed, participating in board meetings, reviewing documents, interrupting current laws, and advise proposed wording for legislative initiatives.

## **Committees**

- A. Current committees and composition:  
Membership – Bill Rackowski (chair), CJ Buck, Clint Kadel  
Education - Mike Manrose (chair), Rod Bremer, Morgan Taylor  
Legislative – CJ Buck, Dan Lawson (am I missing someone?)
- B. AKTI's president and executive director need to be involved in committee work.
- C. Need to redo the AKTI committee missions consistent with other decisions. Current list and missions inserted below:

Finance: (vice president/secretary & executive director)

- To direct the accounting firm
- Plan annual budget
- Monitor cash flow
- Project future financial needs
- To provide periodic reports to the Board.

Membership Committee:

- To solicit members from manufacturers, importers, distributors, custom knife artisans, retailers, journalists, and concerned citizens
- Recommendations concerning membership drives, events, and advertising
- Suggest additional benefits based upon member input/interviewing
- To provide periodic reports to the Board.

Public Relations:

- To represent AKTI with all media
- Deliver consistent drumbeat/message of AKTI goals
- Publish and distribute AKTI newsletter
- Recommend/prioritize and coordinate AKTI participation in shows
- Manage web page
- Recommend periodic public relations programs to the Board
- Maintain contact with Hollywood
- To provide periodic report to the Board.

Education:

- Organize, plan and execute programs to educate the public as to knives, knife safety and knives as tools.
- Work with civic and business groups, schools, public television stations, scouts or youth groups, knife clubs
- Update the Board on program success.

Legislative:

- To watchdog domestic legislation and determine course of action to influence legislation
- Formulate a letter to legislative representatives that the knife industry is a reasonable and responsible industry (statistics/industry)
- Build relationship as voice of reason/valid input in developing legislation to help make informed decisions
- Mobilize grassroots efforts
- To provide periodic report to the Board.