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**Folder Title:** Reserve Officers Association:  
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EXECUTIVE OFFICE OF THE PRESIDENT  
PROPERTY REVIEW BOARD

January 28, 1983

TO: Morton Blackwell ✓  
Jim Jenkins  
Stuart Schiffer  
John Pressly  
Tom Tracy  
Nancy Risque  
John Dressendorfer  
Dave Swanson

The attached is for your information.



## PROPERTY REVIEW BOARD

17th & PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20500

January 27, 1983

Mr. Cooper T. Holt  
Executive Director  
Veterans of Foreign Wars  
of the United States  
VFW Memorial Building  
200 Maryland Avenue, N.E.  
Washington, D.C. 20002

Dear Mr. Holt:

The purpose of this letter is to request the formal participation of the Veterans of Foreign Wars in the future management of the Pershing Hall Memorial Building in Paris. We have recently met and discussed the problems associated with the present situation. The American Legion, which is designated by statute to manage the facility, has indicated its intention to step aside. Presently, no Federal agency has the explicit legal authority to manage the building. The Administration strongly believes that a suitable memorial to General Pershing should be maintained in Paris. The recent report of the State Department indicates the present building may be satisfactory for this purpose. However, because of the mixed use of the building and because it will remain Federal property, reliable, on-the-premises management is absolutely essential.

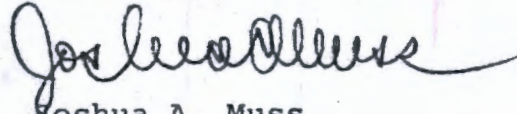
It is our view that the major U.S. veterans organizations would be excellent candidates to assume this responsibility. If the Veterans of Foreign Wars can step forward, along with one or two other major veterans groups, the Administration could start work on the needed legislative proposal.

It is my opinion that the Congressionally-designated veterans groups could organize a foundation or other legal entity to actually operate Pershing Hall under a written agreement with the Federal Government. This operating group could include other appropriate tenants of Pershing Hall. At this time, no Federal agency has the legal responsibility to enter into such an agreement, but that can be remedied in our legislative proposal. The Department of Justice, of course, needs to assure that the obligations and responsibilities of the United States are fully satisfied in any future agreement. They have been, and will remain, an active participant in our discussions.

I am impressed with the strong commitment of your organization to the welfare of Pershing Hall in Paris. If your group is willing to actively share in the management responsibility, as I have outlined in this letter, it will be a most welcome and productive development. Working together, I am confident we can resolve this situation and assure a successful future for Pershing Hall. I hope to hear from you as soon as possible.

I am sending a similar letter to the Executive Director of the Reserve Officers Association and the National Adjutant of the American Legion.

Sincerely,

A handwritten signature in dark ink, appearing to read "Joshua A. Muss". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Joshua A. Muss  
Executive Director



## PROPERTY REVIEW BOARD

17th & PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20500

January 27, 1983

Mr. Robert W. Spanogle  
National Adjutant  
American Legion  
1608 K Street, N.W.  
Washington, D.C. 20006

Dear Mr. Spanogle:

The purpose of this letter is to inquire if the American Legion is interested in joining other U.S. veterans organizations in the future management of the Pershing Hall Memorial Building in Paris. We have recently met and discussed the present situation with the Veterans of Foreign Wars and the Reserve Officers Association. While the American Legion is currently designated by statute to manage the facility, you have clearly indicated your intention to terminate the existing arrangements. No Federal agency has the explicit legal authority to manage the building. This factor makes an orderly transfer to the Federal Government difficult at this time. The Administration strongly believes that a suitable memorial to General Pershing should be maintained in Paris. The recent report of the State Department indicates the present building may be satisfactory for this purpose. However, because of the mixed use of the building and because it will remain Federal property, reliable, on-the-premises management is absolutely essential.

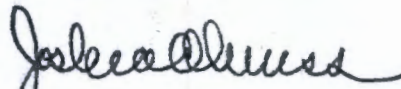
Since the American Legion is the only veterans organization mentioned in the existing statute, that statute will have to be changed to accommodate a new management. The Administration intends to consider asking Congress to designate the Reserve Officers Association and the Veterans of Foreign Wars as the responsible veterans groups if they agree. If you agree, we would like to include the American Legion as well.

It is my opinion that the Congressionally-designated veterans groups could organize a foundation or other legal entity to actually operate Pershing Hall under a written agreement with the Federal Government. This operating group could include other appropriate tenants of Pershing Hall. At this time, no Federal agency has the legal responsibility to enter into such an agreement, but that can be remedied in our legislative proposal. The Department of Justice, of course, needs to assure that the obligations and responsibilities of the United States are fully satisfied in any future agreement. They have and will remain, an active participant in our discussions.

I understand the American Legion is committed to perpetuating a memorial to General Pershing. If the American Legion is willing to actively share in the management responsibility, as I have outlined in this letter, it will be a most welcome and productive development. Working together, I am confident we can resolve this situation and assure a successful future for Pershing Hall. I hope to hear from you soon.

I am sending a similar letter to the Executive Directors of the Reserve Officers Association and the Veterans of Foreign Wars.

Sincerely,

A handwritten signature in dark ink, appearing to read "Joshua A. Muss". The signature is fluid and cursive, with the first name "Joshua" being more prominent and the last name "Muss" following in a similar style.

Joshua A. Muss  
Executive Director



PROPERTY REVIEW BOARD  
17th & PENNSYLVANIA AVENUE, N.W.  
WASHINGTON, D.C. 20500

January 27, 1983

Major General J. Milnor Roberts  
Executive Director  
Reserve Officers Association  
of the United States  
Minute Man Memorial Building  
1 Constitution Avenue, N.E.  
Washington, D.C. 20002

Dear General Roberts:

The purpose of this letter is to request the formal participation of the Reserve Officers Association in the future management of the Pershing Hall Memorial Building in Paris. We have recently met and discussed the problems associated with the present situation. The American Legion, which is designated by statute to manage the facility, has indicated its intention to step aside. Presently, no Federal agency has the explicit legal authority to manage the building. The Administration strongly believes that a suitable memorial to General Pershing should be maintained in Paris. The recent report of the State Department indicates the present building may be satisfactory for this purpose. However, because of the mixed use of the building and because it will remain Federal property, reliable, on-the-premises management is absolutely essential.

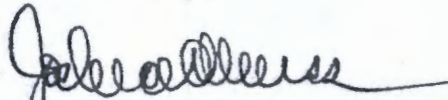
It is our view that the major U.S. veterans organizations would be excellent candidates to assume this responsibility. If the Reserve Officers Association can step forward, along with one or two other major veterans groups, the Administration could start work on the needed legislative proposal.

It is my opinion that the Congressionally-designated veterans groups could organize a foundation or other legal entity to actually operate Pershing Hall under a written agreement with the Federal Government. This operating group could include other appropriate tenants of Pershing Hall. At this time, no Federal agency has the legal responsibility to enter into such an agreement, but that can be remedied in our legislative proposal. The Department of Justice, of course, needs to assure that the obligations and responsibilities of the United States are fully satisfied in any future agreement. They have been, and will remain, an active participant in our discussions.

I am impressed with the strong commitment of your organization to the welfare of Pershing Hall in Paris. If your group is willing to actively share in the management responsibility, as I have outlined in this letter, it will be a most welcome and productive development. Working together, I am confident we can resolve this situation and assure a successful future for Pershing Hall. I hope to hear from you as soon as possible.

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Joshua A. Muss  
Executive Director

Wed Jan 26, 1983 5:30

Stuart Schiffer - Justice

John Murphy - V. A.

Josh Quas - PRB

Bruce Sclaf - PRB

- Mylio Kriza - American Legion
- Cooper Holt - VFW
- Jim Melnar Roberts - ROA.



## PROPERTY REVIEW BOARD

17th & PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20500

Agenda-January 21, 1983

Pershing Hall ad hoc Working Group

- I. Comments on the State Department Property Report
- II. Response to the American Legion letter announcing termination of the operating agreement
- III. Legal status of the present tenants
- IV. Interim Management of the Building
- V. Options for the Future
- VI. Liaison with Veterans groups and Congress
- VII. Other Business

### INVITEES:

- Tom Tracy- State
- Stuart Schiffer-Justice
- Morton Blackwell-White House
- John Murphy-Veterans Admin.
- John Cooney-OMB
- Josh Muss-PRB
- Bruce Selfon-PRB - 3030

*If removed, value would skyrocket*

*Should be closer to \$6 million*

*5 year agreement with concessionaire*

*IRS tax audit of PH Op. Committee*

*State could take charge only if leading for sale*

*②*

*Interim & Legislative solution*



EXECUTIVE OFFICE OF THE PRESIDENT  
PROPERTY REVIEW BOARD

Morton-

9 AM Friday with Heads  
4 Dept INVOLVED  
IN BRUCE'S OFFICE

Here is a copy of  
the famous Pushing Hall  
Report -

I have sent a copy  
to Harper with the  
attached memo. When  
I hear back, you and I  
should discuss distribution.

I am trying to set up  
an inter-agency meeting on  
Friday at 9:00 -

Bauer



PROPERTY REVIEW BOARD

17th & PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20500

January 13, 1983

MEMORANDUM TO EDWIN L. HARPER  
CHAIRMAN, PROPERTY REVIEW BOARD

FROM: BRUCE I. SELFON 

SUBJECT: PERSHING HALL, PARIS

You may recall that our ad hoc inter-agency working group (State, Justice, OMB) met in December to work out a future plan for Pershing Hall. As a first step, the State Department was asked to prepare by January 15 a written report for you on the current status of Pershing Hall. In an effort to dispel some of the numerous rumors about the building and enhance the credibility of the Administration effort to resolve the situation, we intend, unless you advise otherwise, to make the attached report available to the interested veterans groups and Congressional committees. Morton Blackwell will handle distribution and liaison.

In brief, the report states:

- o The building is basically well maintained.
- o Some memorabilia and plaques are displayed.
- o The tenants are mostly veterans groups or other American related organizations.
- o The present value of the building is much less than rumored. The State appraisal is about \$3 million.
- o The tenancy arrangements are informal.
- o The IRS is auditing the present management of the building.
- o There is a bar/restaurant with apparently unauthorized gambling.

The ad hoc group will convene next week to consider our options based upon this new information. We will report to you after that meeting.

Attachment



United States Department of State

Assistant Secretary of State  
for Administration

Washington, D. C. 20520

JAN 13 1983

MEMORANDUM

January 13, 1983

TO: Edwin L. Harper, Chairman, Property Review Board

FROM: A - Thomas M. Tracy *Tmt*

SUBJECT: Pershing Hall, 49 Rue Pierre Charron 8th Arrondissement, Paris

Background

Pershing Hall is a building in Paris that the United States Government has title to, however American Legion activities in Paris have operated the building for over 40 years as a result of Congressional action specifying that the building will be a memorial to General Pershing and the veterans of World War I. Furniture, paintings, plaques and other memorabilia, including the interior design of several rooms, distinguish the building as a memorial.

Pershing Hall is located in the center of Paris in a neighborhood distinguished by luxury hotels, designer clothing shops, the American cathedral, high-rent apartments and the Boulevard Champs-Elysees. Most buildings in the area are French renaissance in style or close derivatives. All are built to the sidewalk, are of stone/masonry construction and are similar in height: 5 or 6 stories to the cornice and additional floors behind mansard-type roofs. Pershing Hall is not as tall as the neighboring buildings and is somewhat more simple in detail. These differences are thought to give the building distinction. The oldest part of Pershing Hall, fronting directly on the street, was erected between 1879-82 as a residence for Vicomte De Pins. The L-shaped addition in the rear was built around 1930, after the purchase of the building by the American Legion Building Corporation.

Description of Building

Pershing Hall consists of a ground floor plus four floors and a basement and 5th floor in the rear addition. The total area is 32,345 square feet, including a basement

of 5,520 square feet. The walls are load bearing masonry with a stone exterior. Windows are the wood casement type, some of which have been replaced with aluminum sash with double glazing. The floor construction is a steel frame system. The roof is a typical Parisian mansard of slate and zinc with dormer windows. The quality of workmanship is good both in the original construction and that which took place later.

#### Condition of Building

There are several well-decorated rooms with wood panelling such as the library and the Virginia Room. Other rooms that have equally ornate appointments feature high ceilings, cornices and decorative plaster ceilings and include the ballroom, Myron T. Herrick Memorial Room and the Army Room. The floors are mostly parquet or wood strip.

The building appears to be structurally sound and satisfactory for its present use. Some wall cracking occurred during the demolition and reconstruction of the Nova Park Hotel next door. Excavation for the six level basement contributed to the damage. The cracks are thought to be superficial plaster cracks and of no structural consequence. Some have been repaired and the rest will be done in early 1983. The Nova Park is paying approximately \$25,000 for the repairs.

Maintenance of the building exterior is good. The street facade underwent stone cleaning in 1982. Some wood windows, however, need painting. Part of the roof was replaced in 1981, while the rest of the roof is in good condition. There is evidence of a regular program of maintenance, repair and improvement.

Maintenance of the building interior is also good. Miscellaneous minor items, however, need attention such as the old and cracked ceramic tile in the kitchen and bathrooms.

The adjacent properties are well maintained due to the exclusive nature of the neighborhood and regulation by the municipality in terms of required standards of maintenance for protected areas of the city.

The electrical service to the building has been increased from time to time and includes both 110v and 220v. One tenant, PARIS-MATCH, has a separate electrical service. Heating is by hot water radiators and an oil-fired boiler. A change to city steam as a more economical fuel is contemplated when this utility becomes available on the street in the near future.

#### Value of Building

As a result of being in a protected area of Paris, two special government organizations, "monuments historiques" and "site", must both approve any construction or alterations to the property. The front or street facade of the building may not be altered, but the interior of the facility is not protected and may be reconfigured.

The sale value of Pershing Hall is a rather abstract thing due to its protected nature and existence in an exclusive neighborhood with a zoning use of office or commercial. It is thought that, to a single buyer for an intended use as office space, the building is worth between \$2,200,000 and \$2,800,000. If the building were broken up and sold as condominiums to multiple buyers it could bring as much as \$3,700,000. The only way to realize greater proceeds from the sale would be to a group or company who could get a zoning variance to make greater or more intense use of the property, such as the hotel next door. Such variances are obviously being obtained but the likelihood of such a possibility with respect to the sale and ultimate use of Pershing Hall is unknown.

#### Use of Building

Pershing Hall is used by both American and non-American users. There are two business organizations that have offices in the building. The present occupants are:

- o The American Club of Paris
- o The American Women's Group
- o Association of American Residents Overseas
- o Association of American Wives of Europeans
- o Veterans of Foreign Wars
- o The United Services Organization
- o Euronews
- o PARIS-MATCH

Frequent users of the memorial rooms include:

- o Reserve Officer's Association
- o American Overseas Memorial Day Association
- o French Veteran's Organizations
- o The American College in Paris
- o The University of Maryland
- o Schiller University
- o Common Cause
- o Boy Scouts of America

Assigned space in Pershing Hall is recognized by the occupants by their agreement to the amount of space occupied during the annual allocation of building expenses. It is the understanding of the parties that these agreements can be terminated upon six months notice. The occupants are also prohibited from altering the structure without permission from the PHOC. All of the above-mentioned users of the building except PARIS-MATCH and the Association of American residents overseas have oral lease agreements with the Pershing Hall Operating Committee (PHOC). However, the written agreement with the Association of American Residents Overseas is typical of the oral agreements between PHOC and the other organizations. That agreement is as follows:

"Dear Mr. President, it is with pleasure that the Pershing Hall Operating Committee confirms its offer to assign office space in The Pershing Hall Memorial Building for the exclusive use of AARO subject to the following informal mutual agreement: the office consists of 12 square meters and is exclusive of any furnishings, furniture or telephone, effective date of occupancy is 1 January 1981. It is agreed that the contribution will be 630 FF per square meter per year payable in quarterly increments at the beginning of each quarter with the understanding future augmentations may be required as determined by PHOC to compensate for increased prices of labor, goods, and services and loss of purchasing power due to inflation. Hopefully the rate of contribution set at the beginning of each financial year (1 January) will prevail for the year. It is understood and agreed that either party, PHOC or AARO, has an option to terminate occupancy and this agreement without prejudice to either party upon a six month written notice to that effect. Written permission must be given by PHOC prior to any modification, transformation or painting is undertaken in the office

concerned. Please acknowledge your approval of the foregoing conditions and return one signed copy to PHOC for our files, keeping one copy for yours."

The agreement between PARIS-MATCH and PHOC states "the occupancy is essentially temporary, untenured and revocable, but will last one year from June 1, 1956, renewable annually for a year at a time with both parties able to terminate with six month notice". In 1982 PARIS-MATCH paid 296,000 Francs rent and 72,700 francs for the conversion of four offices, two of which they are using. The other two are being used by non-profit American groups. The actual square meter rent that PARIS-MATCH is charged is slightly less than that charged the non-profit groups but PARIS-MATCH pays the electricity and cleaning charges directly. PARIS-MATCH pays more than its pro-rata share for improvements.

Users of the memorial rooms are charged the operational expenses for their meeting. Paris Post One pays for the gas supply directly and pays 80% of the cost of cleaning supplies, electrical supplies, garage removal bags, linens and approximately 50% of the cost of utilities. Paris Post is responsible for 45% of the municipal taxes. All other operating expenses, including capital repairs and improvements are borne by PHOC. The PHOC estimates the annual cost of maintaining the building after deducting the rent to be paid by the PARIS-MATCH. PHOC charges Post One an agreed-to percentage of each line item. The remaining expenses are then billed to each of the groups occupying space, based on the amount of space occupied.

#### Taxes and Debts on Building

According to the American Embassy in Paris past due taxes on the building are an issue that has been mentioned frequently, by these individuals critical to the management of Pershing Hall. However the Embassy has not been able to provide any additional information on this subject. In addition to the question of past due taxes there are debts that resulted from the operation of the restaurant and bar. The Internal Revenue Service conducted an audit of Paris Post One and PHOC in November 1982, the Embassy was not able to obtain any information on the findings of the IRS.

Bar and Restaurant Facility

The bar and restaurant facility are still operating. These operations are under the supervision of the American Legion Post No. One and not the PHOC. The bar and restaurant are run by a concessionaire under a five-year agreement which was entered into on May 1, 1982. The gambling room, which contains Las Vegas-style slot machines, is operated by Paris Post One. The operation of slot machines in Paris is illegal unless the facility has been granted a waiver permitting them to operate. To the best of our knowledge Paris Post One has never requested a waiver. The concessionaire has agreed to pay off the debts of the restaurant and bar according to a scheduled payment plan.



## PROPERTY REVIEW BOARD

17th & PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20500

January 19, 1983

MEMORANDUM FOR JOHN DRESSENDORFER

FROM: BRUCE I. SELFON *Signed by*  
*Bruce I. Selfon*  
SUBJECT: Distribution of Pershing Hall Status Report

Thank you for your offer to distribute the attached report to the House staff folks. Those who have expressed an interest to me are: Mack Fleming, Rufus Wilson, Jack McDowell (on Veterans' Affairs) and David Holt (on Government Operations). We are sending the report to Tom Harvey and Joan McEntee on the Senate side. Morton Blackwell is handling distribution to the veterans organizations.

The interagency working group will meet this Friday to discuss the next steps. I will keep you informed to coordinate our next moves on the Hill. I would appreciate any feedback on how interested the House staff is in this issue.

Thanks.

Attachments

cc: Morton Blackwell ✓



United States Department of State

Assistant Secretary of State  
for Administration

Washington, D. C. 20520

JAN 13 1983

MEMORANDUM

January 13, 1983

TO: Edwin L. Harper, Chairman, Property Review Board

FROM: A - Thomas M. Tracy *TMT*

SUBJECT: Pershing Hall, 49 Rue Pierre Charron 8th Arrondissement, Paris

Background

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# The American Legion

★ WASHINGTON OFFICE ★ 1608 "K" STREET, N. W. ★ WASHINGTON, D. C. 20006 ★



OFFICE OF THE  
NATIONAL ADJUTANT

January 26, 1983

## STRAIGHT WIRE TELEGRAM

Mr. Joshua Muss  
Executive Director  
Property Review Board  
Old Executive Office Building  
Room 497  
Washington, D.C. 20503

This will serve to advise you that The American Legion will not attend the meeting you have scheduled for this afternoon concerning Pershing Hall. The issue is clear. The United States Government has title to Pershing Hall. The American Legion has requested that it be absolved by the United States Government from the further responsibility of maintaining and perpetuating the building. No congressional action is required to accomplish this act. This entire matter was called to the attention of Mr. Meese in writing on October 4, 1982, at which time we furnished to him a complete history of the Pershing Hall matter, and also furnished to him documents which related to our futile and frustrating efforts to have the United States Government assume its responsibility for Pershing Hall. To date, there has never been a response to our letter of October 4, 1982.

It is now requested in the strongest terms, that the United States Government stop procrastinating and assume its duty by issuing a letter to The American Legion, relieving us of the further responsibility of maintaining and operating Pershing Hall.

ROBERT W. SPANOGLE  
National Adjutant

copy hand delivered to:

Joshua Muss  
Edwin Meese, III  
Elizabeth H. Dole  
Morton C. Blackwell  
Harry Walters, Administrator of Veterans Affairs

William French Smith, Attorney General  
George P. Schultz, Secretary of State

THE WHITE HOUSE

WASHINGTON

October 4, 1982

*American  
Legion*

MEMORANDUM FOR EDWIN MEESE III

FROM:

ELIZABETH H. DOLE

SUBJECT:

Meeting with American Legion Leaders  
4:00 p.m. - Monday, October 4, 1982

While the VFW and ROA have consistently been in the lead in support of Administration initiatives, the American Legion, the largest Veterans organization, has been only a step behind. The national leadership requested this meeting with you in an effort to make a final appeal to the Administration for help on the Pershing Hall problem. Morton Blackwell has worked closely with the American Legion on this issue and will be in attendance to help on details of the discussion.

Background:

Since 1935 the American Legion has received approximately \$8,000 annually, which represents interest on a World War I surplus fund, from The Treasury Department to maintain Pershing Hall in Paris, France. Following WWI, the Hall was used by American Legion Paris Post No. 1 and the deed transferred to the U.S. Federal Government in 1935 by legislation.

To make a long story short, years of local operating problems and concerns about the application of funds have been a constant source of both grief and friction between the American Legion national leadership and the American Legion Department of France and its Paris Post No. 1.

The American Legion has requested that the Administration help them get out of the role as middle-men between The Treasury Department and the Paris group. Both GSA and State Department, the proper entities with whom they must deal on this issue, have been sympathetic but taking the position that the current arrangement is a matter of statute and can only be modified through introduction and passage of new legislation.

As the White House individual viewed as most responsive to Veterans concerns, they have requested to meet with you for a final appeal.

Attached is a background sheet.

Suggested Response:

Would recommend that you begin the meeting by thanking them for their continued and vigorous support of the Administration and ask that they briefly recap their concerns on Pershing Hall.

Following their overview, suggest you express sympathy for the awkwardness of the arrangement; however, stress that our position must be consistent with that of State and GSA in that a statute change would be necessary to alter the current arrangement.

You might mention you are aware that Congressman Sonny Montgomery may introduce legislation on this matter and that we would be willing to work closely in the process. You might also wish to state that the Administration does not commit a position on legislation until a bill has either been or is about to be introduced.

Comment that Morton Blackwell stands ready to be of service on this matter.

## THE WHITE HOUSE

WASHINGTON

October 2, 1982

MEMORANDUM FOR FLO RANDOLF

FROM: MARK LOVEDAY  
SUBJECT: Pershing Hall, Paris

Title

Title to this Building rests with the United States Government:

June 25, 1928 Purchased by American Legion Building  
Paris Inc.

August 10, 1935 Transferred to United States Government  
by deed.

Although the Government was unrepresented when the deed was drawn, the document contained a "suspensive condition" that would make the transfer definitive on its acceptance by the Government. The property was accepted by Mr. Henry Hollis ( Special Assistant of the Attorney General ) on behalf of the Government prior to registration of the deed. The property is held in trust for the American Legion.

Federal Involvement

1. Neither the GSA nor the Dept. of Justice have records of this property on their inventory for management or administrative purposes.
2. The State Dept. has no record of Pershing Hall.
3. The Treasury, although involved in the purchase, has no other involvement with the property.

American Legion Involvement

On June 28, 1935 Congress gave the American Legion certain responsibilities to maintain the building. In 1939 and 1958 operating agreements were signed between the American Legion , the American Legion Department of France and its Paris Post No. 1.

Pershing Hall / Cont.

The latter agreement ended on July 5, 1982.

In May the American Legion Convention in Indianapolis voted to terminate the agreement for operating the Hall. They are now attempting to transfer the responsibility for maintenance of Pershing Hall to the Federal authorities.

cc. Elizabeth H. Dole  
Morton C. Blackwell

THE WHITE HOUSE

WASHINGTON

August 12, 1982

Mr. Mylio S. Kraja  
Executive Director  
The American Legion  
1608 K Street, N. W.  
Washington, D. C. 20006

Dear Mylio:

Pursuant to your request, I spoke today to Oscar Reynolds of the Foreign Building Section of the State Department regarding the Pershing Building in Paris.

He is quite familiar with the situation you took up with me.

Mr. Reynolds informed me that he is having a meeting this afternoon with other State Department officials concerning a way to resolve the question of maintenance of this building.

So far as he knows, the responsibility of maintenance of this building, now that the American Legion has made its decision to withdraw from the previous arrangement, is unclear. He is working to resolve the matter.

He agreed to have his attorney, Linda Shenwick, get in touch with you promptly with a status report on their search for a solution to this matter.

Please keep me posted and let me know if there is anything further I can do to assist with this matter.

Cordially,



Morton C. Blackwell  
Special Assistant to the President  
for Public Liaison

Copy to *Wendell Roberts,*  
*R.O.H.*

MINUTES and BY-LAWS

of

PERSHING HALL MEMORIAL BUILDING FOUNDATION

A Non-Profit Corporation Organized  
Under the Laws of the State of Delaware

PERSHING HALL MEMORIAL BUILDING FOUNDATION

CONSENT TO ACTION TAKEN IN LIEU OF THE  
ORGANIZATION MEETING

The undersigned, being the incorporators of the corporation hereby consent to the action taken, as hereafter stated, in lieu of the organization meeting:

A certified copy of the certificate of incorporation issued by the Secretary of State of the State of Delaware was appended to this statement.

By-laws regulating the conduct of the affairs of the corporation, as prepared by Robert L. Tuttle, Esq., 111 Broadway, New York, New York, counsel for the corporation was adopted and ordered appended thereto.

The persons whose names appear below were appointed Members and Trustees of the Corporation:

Russell M. Porter, as a Representative of the Reserve  
Officers Association, Paris Chapter  
Brig. General James Gerard, as a Representative of the  
American Legion, Paris Post  
Yott E. Whitmore, as a Representative of the Military Order  
of Foreign Wars of the United States, Euro-  
pean Commandery  
Leon Turrou, as a Representative of the Veterans of Foreign  
Wars of the United States  
Spurgeon C. Boyd, 11 Rue des Halles, 75001 Paris, France  
Donald E. Mitchell, 50 Rue du Chemin Vert, 92100 Boulogne, France  
John M. Campbell, 3 Ave du General LeClerc, 75014 Paris, France

The principal office of the corporation was fixed at  
306 South State Street, Dover, Delaware, c/o United States  
Corporation Company.

Dated: December 12, 1982

The undersigned accept their  
appointment as directors:

\_\_\_\_\_  
Russell M. PORTER

\_\_\_\_\_  
Russell M. Porter

\_\_\_\_\_  
Spurgeon C. BOYD

\_\_\_\_\_  
James W. Gerard

\_\_\_\_\_  
Robert L. TUTTLE

\_\_\_\_\_  
Yott E. Whitmore

\_\_\_\_\_  
Leon Turrou

\_\_\_\_\_  
Spurgeon C. Boyd

\_\_\_\_\_  
Donald E. Mitchell

\_\_\_\_\_  
John M. Campbell

The following are appended to this consent:

Copy of the certificate of incorporation  
By-laws

Organization Consent

PERSHING HALL MEMORIAL BUILDING FOUNDATION  
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CONSENT OF TRUSTEES IN LIEU OF  
FIRST MEETING THEREOF.

The undersigned, being all of the Trustees of the  
PERSHING HALL MEMORIAL BUILDING FOUNDATION (the "Corporation"), in  
lieu of a first meeting thereof and pursuant to S141(f) of the Gen-  
eral Corporation Law of the State of Delaware, hereby unanimously  
consent to the following resolutions and actions directed thereby:

RESOLVED, that the following persons be elected  
to the offices of the Corporation set out beside  
their names, to hold office as provided in the  
By-Laws:

|                |   |                   |
|----------------|---|-------------------|
| President      | : | Russell M. Porter |
| Vice-President | : | James W. Gerard   |
| Secretary      | : | Spurgeon C. Boyd  |
| Treasurer      | : | Yott E. Whitmore  |

RESOLVED, that the By-Laws adopted upon the  
consent of the sole incorporator dated June 29, 1982,  
be and the same are hereby adopted as the By-Laws  
of the Corporation.

RESOLVED, that the seal of which an impression  
has been made in the margin of this consent, be  
and the same is hereby adopted as the seal of  
this Corporation.

RESOLVED, that an official designated by the  
United States Embassy in Paris and an official  
designated by the American Battle Monuments Com-  
mission be invited to attend all Board meetings  
and be treated as ex-officio members of the Board  
with voice and vote.

RESOLVED, that the following listed organizations  
occupying space in Pershing Hall be invited to be  
members of the corporation and represented on the  
Board of Trustees.

the United Services Organization  
the Association of American Residents Overseas  
the Association of American Wives of Europeans  
the American Club of Paris  
the American Women's Group

RESOLVED:

1. That Morgan Guaranty Trust Company of New York, of Paris, France, (hereinafter referred to as the "Bank") be and is hereby designated as a depository of this corporation and that the officers of this corporation be and hereby are, and each of them is authorized to deposit any funds of this corporation in the Bank.

2. That, until the further order of this Board of Trustees, any funds of this corporation deposited in the Bank be subject to withdrawel or charge at any time or from time to time upon checks, notes, drafts, bills of exchange, acceptances, undertakings, or other instruments or orders for the payment of money when made, signed, drawn, accepted or endorsed on behalf of this corporation by either of the following, signed doubly:

(a) The Treasurer of the Corporation,  
or

(b) The Secretary of the Corporation,  
or

(c) The President of the Corporation

3. That the President or any other officer of the corporation be, and hereby is, authorized to certify to the Bank the names of such officers of the corporation and other persons authorized to sign for it and the offices respectively held by them, together with specimens of their signatures, and in case of any change of any holder of any such office, the fact of such change and the names of any new officers and the offices respectively held by them, together with specimens of their signatures; and the Bank be, and hereby is, authorized to honor any instrument signed by any new officer in respect of whom it has received any such certificate with the same force and effect as if said officer were named in the foregoing resolutions in place of any person with the same title.

Date

Trustee

\_\_\_\_\_

\_\_\_\_\_  
Russell M. Porter

\_\_\_\_\_

\_\_\_\_\_  
James W. Gerard

\_\_\_\_\_

\_\_\_\_\_  
Yott E. Whitmore

\_\_\_\_\_

\_\_\_\_\_  
Leon Turrou

\_\_\_\_\_

\_\_\_\_\_  
Spurgeon C. Boyd

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\_\_\_\_\_  
Donald E. Mitchell

\_\_\_\_\_

\_\_\_\_\_  
John M. Campbell

BY - LAWS  
OF  
PERSHING HALL MEMORIAL BUILDING FOUNDATION

- - - - -  
ARTICLE I

OFFICES

SECTION 1. REGISTERED OFFICE.-- The registered office shall be established and maintained at the office of the United States Corporation Company, in the city of Dover, in the County of Kent, in the State of Delaware, and said corporation shall be the registered agent of this corporation in charge thereof.

SECTION 2. OTHER OFFICES.-- The corporation may have other offices, either within or without the State of Delaware, at such place or places as the Board of Trustees may from time to time appoint or the business of the corporation may require.

ARTICLE II

MEMBERS

SECTION 1. NUMBER OF TRUSTEES.-- The Board of Trustees shall consist of not more than fourteen (14) members, nine (9) of which shall be representatives designated by their respective organizations to serve for as long as is permitted by their organizations, three (3) of which shall be elected by the Board of Trustees and each elected member shall serve until his successor shall be elected, and two (2) of which shall be persons designated by the American Embassy in Paris and the American Battle Monuments Commission.

SECTION 2. ELECTION OF TRUSTEES.-- Trustees other than those serving as representatives of the various organizations hereinafter mentioned shall be elected by the Board of Trustees at its Annual Meeting or at any regular or special meeting. With the exception of the elected members, the Board of Trustees shall be composed of a person designated by each of the following organizations:

the United Services Organization  
the Association of American Residents Overseas  
the Association of American Wives of Europeans  
the American Club of Paris  
the American Women's Group

As long as said organizations are occupants of Pershing Hall Memorial Building.

SECTION 3. TERMS OF TRUSTEES.-- Trustees shall serve a term of three (3) years beginning 1 January.

SECTION 4. VACANCIES.-- Vacancies occurring for any reason may be filled for the unexpired term of election by the Board of Trustees upon nomination by the Committee on Trustee Members.

SECTION 5. HONORARY TRUSTEES.-- Individuals who are considered by the Board of Trustees to be of appropriate distinction may be elected Honorary Trustees upon the recommendation of the Committee on Trustee Members. Honorary Trustees may be invited to attend meetings of the Board of Trustees but shall have no voting privileges nor be counted in a quorum.

### ARTICLE III

#### BOARD OF TRUSTEES

SECTION 1. GENERAL POWERS.-- The affairs of the corporation shall be managed by its Trustees. Trustees need not be residents of the State of Delaware.

SECTION 2. POWERS.-- The Board of Trustees shall establish all policies concerning occupancy and the perpetuation of Pershing Hall Memorial Building. In exercising these powers, the Board, through proper participatory structures, shall maintain close coordination with all organizations occupying space in Pershing Hall.

SECTION 3. RESIGNATIONS.-- Any trustee may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

SECTION 4. REMOVAL.-- Except as hereinafter provided, any trustee or organization represented on the Board of Trustees may be removed either for or without cause at any time by the affirmative vote of a majority of the members entitled to vote, at a special meeting of the members called for the purpose and the vacancies thus created may be filled, at the meeting held for the purpose of removal, by the affirmative vote of a majority of the members entitled to vote.

SECTION 5. INCREASE OF NUMBER.-- The number of trustees may be increased by amendment of these By-laws by the affirmative vote of a majority of the trustees, though less than a quorum, or by the affirmative vote of a majority of the members, at the Annual Meeting

or at a special meeting called for that purpose, and by like vote the additional trustees may be chosen at such meeting to hold the office until the next annual election and until their successors are elected and qualify.

#### ARTICLE IV

##### OFFICERS

SECTION 1. OFFICERS.-- The officers of the corporation shall be a President, a Treasurer, and a Secretary, all of whom shall be elected by the Board of Trustees and who shall hold office until their successors are elected and qualify. In addition, the Board of Trustees may elect a Chairman, one or more Vice Presidents and such Assistant Treasurers and Assistant Secretaries as they may deem proper. More than two offices may be held by the same person.

SECTION 2. OTHER OFFICES AND AGENTS.-- The Board of Trustees may appoint such other officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Trustees.

SECTION 3. PRESIDENT.-- The President shall be the chief executive officer of the corporation and shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation. He shall preside at all meetings if the members are present thereat and shall have general supervision, direction, and control of the business of the corporation. Except as the Board of Trustees shall authorize the execution thereof in some other manner, he shall execute bonds, mortgages, and other contracts in behalf of the corporation, and shall cause the seal to be

affixed to any instrument requiring it and when so affixed the seal shall be attested by the signature of the Secretary or the Treasurer or an Assistant Secretary or an Assistant Treasurer.

SECTION 4. VICE PRESIDENT.-- Each Vice President shall have such powers and shall perform such duties as shall be assigned to him by the trustees.

SECTION 5. TREASURER.-- The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. He shall deposit all moneys and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board of Trustees.

The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Trustees, or the President, taking proper vouchers for such disbursements. He shall render to the President and the Board of Trustees at the regular meeting of the Board, or whenever they request it, an account of all its transactions as Treasurer and of the financial condition of the corporation. If required by the Board of Trustees, he shall give the corporation a bond for the faithful discharge of his duties in such an amount and with such surety as the Board shall prescribe.

SECTION 6. SECRETARY.-- The Secretary shall give or cause to be given, notice of all meetings of members and all other notices required by law or by these by-laws, and in case of his absence or refusal or neglect so to do, any such notice may be given by any person thereunto directed by the President, or by the members upon whose requisition the meeting is called as provided in these by-laws. He

shall record all the proceedings of the meetings of the corporation and of the trustees in a book to be kept for that purpose, and shall perform such other duties as may be assigned to him by the trustees or the President. He shall have the custody of the seal of the corporation, and shall affix the same to all instruments requiring it, when authorized by the trustees or the President, and attest the same.

SECTION 7. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES.-- Assistant Treasurers and Assistant Secretaries, if any, shall be elected and shall have such powers and shall perform such duties as shall be assigned to them, respectively, by the trustees.

SECTION 8. COMMITTEES.-- The Board of Trustees may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more trustees of the corporation. The Board may designate one or more trustees as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Trustees to act at the meeting in place of any such absent or disqualified member.

Any such committee, to the extent provided in the resolution of the Board of Trustees, or in these by-laws, shall have and may exercise all of the powers and authority of the Board of Trustees in the management of the affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending

the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the members the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the members a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation.

## ARTICLE V

### MEETINGS OF TRUSTEES

SECTION 1. ANNUAL MEETINGS.-- Annual meetings of members for the election of Trustees and for such other business as may be stated in the notice of the meeting, shall be held at such place, either within or without the State of Delaware, and at such time and date as the Board of Trustees, by resolution, shall determine and as set forth in the notice of the meetings.

SECTION 2. REGULAR MEETINGS.-- Regular meetings of the Trustees may be held without notice at such places and times as shall be determined from time to time by resolution of the Trustees.

SECTION 3. SPECIAL MEETINGS.-- Special meetings of the Board may be called by the President or by the Secretary on the written request of any two members on at least two days' notice to each trustee and shall be held at such a place as may be determined by the trustees, or as shall be stated in the call of the meeting.

SECTION 4. VOTING.-- Each member entitled to vote in accordance with the terms of the Certificate of Incorporation and

in accordance with the provisions of these by-laws shall be entitled to one vote, in person or by proxy. Upon the demand of any member, the vote for trustees and the vote upon any question before the meeting, shall be by ballot. All elections for trustees shall be decided by plurality vote; all other questions shall be decided by a majority vote except as otherwise provided by the Certificate of Incorporation or the laws of the State of Delaware.

SECTION 5. QUORUM.-- Except as otherwise required by law, by the Certificate of Incorporation or by these by-laws, the presence, in person or by proxy, of five (5) members of the Board of Trustees entitled to vote shall constitute a quorum at all meetings.

SECTION 6. ACTION WITHOUT MEETING.-- Unless otherwise provided by the Certificate of Incorporation, any action required to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting, may be taken without a meeting, without prior notice and without a vote, if consent in writing, setting forth the action so taken, shall be signed by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing.

SECTION 7. COMPENSATION.-- Trustees shall not receive any stated salary for their services as Trustees or members of committees. Nothing herein contained shall be construed to preclude any trustee from serving the corporation in any other capacity as an officer,

agent, or otherwise, and receiving compensation thereof.

## ARTICLE VI

### MISCELLANEOUS

SECTION. 1. SEAL.-- The corporate seal shall be circular in form and shall contain the name of the corporation, the year of its creation and the words "CORPORATE SEAL DELAWARE". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

SECTION 2. FISCAL YEAR.-- The fiscal year of the corporation shall be determined by resolution of the Board of Trustees.

SECTION 3. NOTICE AND WAIVER OF NOTICE.-- Whenever any notice whatever is required to be given under the provisions of the Certificate of Incorporation of the corporation or these by-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

## ARTICLE VII

### AMENDMENTS

These by-laws may be altered, amended or repealed at any meeting by an affirmative vote of a majority of two-thirds (2/3) of the total membership of the Board; but written notice of proposed amendments shall be given to each Trustee of the Board at least fifteen (15) days before action shall be taken on them.