

**2010 Board of Directors Annual Meeting  
Oldsmobile Club of America  
Sturbridge, MA  
July 22, 2010**

President Pat Yancey called the meeting to order at 8:15 AM. The Parliamentarian determined there was a quorum. Proxies were read and the Secretary called roll.

**Attendance:**

Pat Yancey	President	Present
Ed Koonsmo	Vice President	Present
Maxine Kleedorfer	Secretary	Present
Gene Crowdis	Treasurer	Present
Bonnie Fochi	Zone Director, Atlantic NE	Present
John Kleedorfer	Zone Director, Atlantic NE	Present
Pat Higgins	Zone Director, Atlantic SE	Present
Ken Williams	Zone Director, Atlantic SE	Absent – Proxy: Pat Higgins
Galen Kolesar	Zone Director, Eastern Great Lakes	Present
Ken Nicholas	Zone Director, Eastern Great Lakes	Present
Steve Mestad	Zone Director, Western Great Lakes	Present
Terry Olson	Zone Director, Western Great Lakes	Present
Aron Nance	Zone Director, South Central	Present
Stewart Stephenson	Zone Director, South Central	Present
Erik Martinson, Jr.	Zone Director, Pacific NW	Present
Ken Pilidis	Zone Director, Pacific NW	Absent - No proxy
Gloria Varley	Zone Director, Pacific SW	Absent – Proxy: Pat Yancey
Joe Varley	Zone Director, Pacific SW	Absent – Proxy: G. Crowdis
Bob Casey	Chief Judge	Present
Betty VanderTuin	Chair, Swap Meet	Present
Brian McCallister	Legal Advisor	Present

Opening remarks were made by the President stating he has enjoyed working with the BOD for the past eight years as President, and his additional four years as Zone Director.

**Secretary's Report**

As the minutes had been previously distributed to all voting Board Members, motion to approve the minutes as written made by Crowdis, seconded by Martinson. Motion passed unanimously.

**Vice President Report**

2010 Chapter Compliance was a record 22 of a total 47 Chapters having 100% membership compliance. Nine additional chapters were at 95% or higher. Additional information is available in the Vice President's report previously submitted.

## **Treasurer's Report**

At the meeting, the Treasurer introduced copies of the Cash Basis Financial Statements dated December 31, 2009. Highlights from that report include:

• Total Assets	\$303,226.52	Down 1.8%
• Membership Dues	\$186,774.29	Down 3.8%
• Advertising	\$ 9,163.83	Down 43.6%
• Swap Meet Income	\$ 7,490.00	Down 10.4%
• Cost for JWO	\$161,103.28	Down 6.0%
• Operation Expenses	\$ 53,749.62	Down 11.1%
• Net Ordinary Income	\$( 10,548.68)	Down 10.7% (smaller loss)
• Interest Income	\$ 5,975.72	Down 21.7%
• Net Income	\$( 5,468.96)	Down 17.0% (smaller loss)

A motion to accept and approve the financial report as submitted was made by Stewart Stephenson, seconded by Bonnie Fochi. Motion passed by unanimous vote.

Reports from the following contractors were provided to Board members prior to the meeting:

- Communications Manager
- Membership Manager

A report from the Editor of JWO was introduced to Board members at the meeting.

Reports were not provided by:

- Merchandise Manager
- Swap Meet Chair
- Webmaster
- Technical (Model Year) Advisor

## **Old Business**

### **OCA Election**

The President brought up issues and irregularities with the recently completed OCA elections for discussion. Four ballots were falsified and submitted under the names of the incumbent President, Vice President, Treasurer, and the President's wife. Each ballot included votes for their respective challengers in the elections. After discussion, the issue was referred to the OCA Legal Advisor for further investigation.

On a related ballot matter, the issue of a preprinted ballot appearing on the SX455.com website was brought up by the President. The SX455 owner, Bob Peters scanned in the official ballot out of JWO and pre-filled votes for the challengers to the incumbent officers. There were a total of nine of these ballots submitted – these ballots were excluded from the final election results. No action taken on this topic.

Additional discussion was held regarding the copyright protection needed for the JWO. The basic position of OCA is that JWO is a privately published magazine and is protected by copyright laws. A recommendation by Brian McCallister was to add the copyright logo © in the front of the magazine.

Additional discussion was held on the release and printing of ballot information in the North Texas Chapter newsletter. The question was raised as to what information should be available for dissemination to chapters/members and what should not be.

The Parliamentarian noted that OCA Bylaws Sec. 5.21.2 states that “After the ballots are counted and tabulated the official ballots and the signed certification of the count will be sent by registered delivery to the OCA Secretary, who will maintain them for one year.”

The issue was brought up regarding the question as to why copies of the invalid ballots were made available to the North Texas Chapter for their perusal and discussion. The OCA President stated that the ballots given to them were copies of the falsified ballots, thus were not “official” ballots. Subsequent discussion addressed the security of OCA election information. No action was taken.

### **Requests for Information**

Favoritism was also discussed as to whom information requests were granted and who were not. Specifically, Terry Olson brought up a request from the Minnesota Olds Club regarding chapter membership for which there was no response.

The Vice President explained that he did not have time to retrieve the requested information. It was also noted that requests for information should be made through the proper channels to avoid overloading the person charged with maintaining the information.

The Treasurer noted that a request was made by Zone Director Steve Mestad to the CPA, Tom Dearing, inquiring about the CPA’s perspective regarding a motion made by Treasurer Gene Crowdis to conduct an audit of the past eight years financial records.

When asked to provide the details of a telephone call between himself and Mr. Dearing, Steve Mestad declined to comment. The Treasurer then provided information that had been relayed to him by Mr. Dearing.

Additional discussion about the topic and appropriate protocol followed with no Board action taken.

### **Chapter Business**

The Vice President noted that of the total membership approximately 2,500 members are affiliated with one or more chapters, 3,500 are not affiliated with any chapter.

The West Texas Olds Club has applied to become an OCA Chapter. The West Texas Olds Club is based in the Lubbock, Texas area and has 15 members. A brief discussion followed and there were no challenges to their application. John Kleedorfer moved that the Board accept the Chapter, seconded by Bob Casey. Vote was unanimous to accept.

### **Break at 9:20, reconvened at 9:35.**

During the break, Betty VanderTuin and Bob Casey excused themselves from the meeting. Both assigned their proxies to Ken Nicholas.

### **Board Vote Issue**

Vice President Konsmo brought up a voting issue that occurred at the 2009 BOD Meeting on the issue of site visits whereby abstention votes were counted as “fail to” votes. Vice President Konsmo explained that according to *Robert’s Rules of Order*, the abstention votes should have been ignored in the vote tabulation as if the member was not in the room. Ultimately, a modification to Bylaw 4.70 might be considered to specifically state that an abstaining vote does NOT count towards the two missed vote rule and should NOT be cause for dismissal from the BOD. Members of the board seemed to concur that an “abstain” vote is a vote and is counted in the overall tabulation process.

### **Appointed Positions**

The following members submitted their resignations effective at the end of the 2010 Meet:

OCA Chief Judge	Bob Casey
Swap Meet Chair	Betty VanderTuin
Merchandise Manager	Gerard Mavridis

### **Committee Assignments**

The President asked that the following individuals be reappointed to their respective positions:

Long Term Membership Chair	John Galehouse
Model Year Advisor Chair	Mike Klecz
Road Show Chair	Dan Neiss

### **OCA Election Protocol**

A motion was made by President Pat Yancey to modify OCA Policy 5.21 regarding the OCA Ballot, seconded by Konsmo. Vote 17 in favor, 3 against, motion carried. The intent of this change is to make the verification of eligibility to vote easier to determine for the Election Secretary. The change to the Policy will specify that only original ballots will be counted. The wording of OCA Policy Manual Section 5.21 will be changed accordingly.

This change will require that the swap meet application be moved from inside the JWO jacket cover to a different page in the April issue of JWO only on election years, to accommodate the ballot printing.

The revised wording/numbering of Section 5.21 is provided in Appendix A.

Ed Konsmo moved to amend the motion to renumber the original changes based on Brian McCallister’s numbering modifications. Seconded by Gene Crowdis. Vote: 1 opposed, 1 abstain, 18 for. Motion to amend, passed.

Erik Martinson asked if it would be appropriate to get input from the new board members. It was decided that the new members could readdress this issue after taking their seats, if they choose.

Prior to the conclusion of the “old business”, President Pat Yancey presented each outgoing Board member with a gift of appreciation for their service to the OCA.

**Old Business Discussion ended and Old Board adjourned at 10:35 AM.**

**New Board Called to Order 11:10 AM**

**New Business**

New President, Jerry Wilson, called the meeting to order. It was determined that there was a quorum and that all proxies were still intact with the exception that non-returning Board members were replaced by the new Directors.

**Attendance:**

Jerry Wilson	President	Present
Steve Mestad	Vice President	Present
Vacant	Secretary	
Gene Crowdis	Treasurer	Present
Bonnie Fochi	Zone Director, Atlantic NE	Present
David Consoli	Zone Director, Atlantic NE	Present
Pat Higgins	Zone Director, Atlantic SE	Present
Ken Williams	Zone Director, Atlantic SE	Absent - Proxy – Pat Higgins
Galen Kolesar	Zone Director, Eastern Great Lakes	Present
Ken Nicholas	Zone Director, Eastern Great Lakes	Present
Terry Olson	Zone Director, Western Great Lakes	Present
Warren Hughes	Zone Director, Western Great Lakes	Absent - Proxy – Terry Olson
Rick Winn	Zone Director, South Central	Present
Stewart Stephenson	Zone Director, South Central	Present
Erik Martinson, Jr.	Zone Director, Pacific NW	Present
Jamie Cox	Zone Director, Pacific NW	Absent - Proxy–E. Martinson
Karl Sup	Zone Director, Pacific SW	Absent - Proxy – G. Crowdis
Joe Varley	Zone Director, Pacific SW	Absent - Proxy – G. Crowdis
Vacant	Chief Judge	
Vacant	Chair, Swap Meet	
Brian McCallister	Legal Advisor	Present
Pat Yancey	Past President	Present

The President appointed Dave Vollbracht as Acting Interim Secretary because no one ran for the position. Vollbracht took his seat and assumed the duties as Acting Secretary.

The President asked each Board Member to give a brief statement of their background and how they got involved with Oldsmobiles, the OCA, and why they wished to serve on the Board. All present made their statements. Information about those who were not present was provided from short bios submitted to the President prior to the meeting.

**Break for Lunch**

## Recall to Order 1:40 PM.

A motion was made by Zone Director Olson to approve the agenda as written for the balance of the meeting. Seconded by Zone Director Winn. Vote: 1 Abstain, balance for. Motion carried.

Discussion was held regarding check signer changes due to new officers. Signature cards are being prepared and will be signed after the meeting. One of the hotel staff is a notary, and can notarize the signatures.

## Treasurer Presentation

### *FY 2011 Budget*

Treasurer Crowdis introduced copies of a proposed budget for Business Year June 2010 through May 2011 at the beginning of his presentation. After discussion, a motion was made by Treasurer Crowdis to adopt the proposed budget, seconded by Zone Director Stephenson, Vote to accept: 1 opposed, 16 in favor, Motion passed.

Highlights of the budget report submitted by the Treasurer are summarized below:

<b>Account</b>	<b>Actual Jun 09 - May 10</b>	<b>Budget Jun 10 - May 11</b>
<b>Revenue</b>		
Membership Dues	\$197,257	\$190,000
JWO Advertising	\$ 9,157	\$ 10,000
Swap Meet Income	\$ 5,999	\$ 6,000
Merchandise Sales	\$ 32	\$ 100
Interest Income	\$ 4,654	\$ 4,700
Other Revenue	\$ 169	\$ 125
Total Revenue	\$217,268	\$210,925
<b>Expense</b>		
Journey With Olds	\$118,312	\$120,000
JWO Editor	\$ 25,800	\$ 25,800
Membership Manager	\$ 11,400	\$ 11,400
Communications Coordinator	\$ 10,200	\$ 10,200
Postage	\$ 8,618	\$ 8,800
Insurance	\$ 8,176	\$ 16,000
JWO Publisher Insurance	\$ 0	Included in insurance
Board Member Expense	\$ 6,000	\$ 0
OCA Nationals Sponsorship	\$ 5,000	\$ 5,000
Long-Term Member Committee	\$ 470	\$ 7,000
Other Expense	\$ 13,517	\$ 18,604
Total Expense	\$207,493	\$222,804
<b>Net Income</b>	<b>\$ 9,775</b>	<b>\$( 11,879)</b>

### ***Investment of Funds***

Two Certificates of Deposit (CDs) are coming up for renewal and the Treasurer presented alternatives for transferring the money to other securities. Treasurer recommended that the Board approve the investment of the money in CDs with the best interest rates. Reported CD rates were:

- Metro Bank           \$188,000       1.4%
- Texas Bank           \$ 53,000       less than 1.0%

Currently, the CD at Texas Bank is earning less than 1.0%. To change to the new rate will incur a withdrawal penalty of approximately \$32.00.

The Treasurer moved to reinvest the funds at the above rate, Erik Martinson seconded. Vote: Pass unanimous.

### ***Financial Audit***

The President stated that he did not believe that there were any questionable procedures or actions by the Treasurer and told the Board that he would work with the Treasurer to develop an audit program. The President stated that the primary reason he felt an audit was needed was to protect the Treasurer and OCA in the event of an IRS audit.

### **Future National Meets**

#### ***Reno, Nevada - 2011***

Dan Haggerty, President of the Northern California Oldsmobile Club, provided an update presentation to update the Board on the 2011 Nationals. The original schedule for Monday has been dropped. The host club currently projects an estimated \$6600 profit. There was a concern expressed that the BOD Meeting would not be adjourned in sufficient time to participate in the Lake Tahoe cruise. The committee felt that times could be adjusted to accommodate this issue.

#### ***Des Moines, Iowa - 2012***

Steve Mestad, Co-Chair of the 2012 Nationals, presented an overview of the event. Room reservations for all three hotels will be handled through the Des Moines Convention and Visitors Bureau website, making it very convenient for each hotel guest. Tours are being prepared for Thursday, Friday and Saturday. Some concerns about being able to get into and out of the inside show areas were discussed. The host chapter is working with the site owners on this issue.

#### ***To be determined - 2013***

There were no presentations made for the 2013 Nationals. Discussion was held about possible sites, and the possible use of an events coordinator (e.g., Entourage Entertainment) which was used in for Bowling Green in 2007.

Jerry Wilson will work with Ken Nicholas and Rick Winn to seek host chapters for the 2013 National Meet.

## **Appointed Positions**

### ***Chief Judge***

Discussion was held regarding the appointment of a new Chief Judge. President Wilson asked for input from members of the Board and presented two candidates for consideration - Ed Konsmo and James Kryta. Members of the Board had an opportunity to review summaries of the experience and qualifications of each candidate and then each candidate made a brief presentation and answered questions.

After due deliberation, President Wilson asked the members of the Board to express their preferences. A majority expressed their preference for Ed Konsmo. Honoring that preference, President Wilson nominated Ed Konsmo as Chief Judge. The Board ratified the appointment for a two-year term. This appointment was viewed as providing a more seamless transfer of responsibilities.

### ***Swap Meet Chair***

President Wilson nominated Everett Horton for the position of Swap Meet Chair. After brief discussion, Director Winn moved and Director Martinson seconded the ratification of the appointment for a two-year term. Vote: Unanimous approval.

### ***Legal Advisor***

Brian McCallister was nominated for reappointment as OCA Legal Advisor. The Board ratified the appointment for a two-year term. Unanimous approval

### ***Standing Committees***

All Standing Committees currently in place will continue until further review by the new Executive Committee. This was moved by Galen Kolesar, seconded by Stewart Stephenson. Vote: Pass Unanimous.

### ***Contractors***

Contracts with Sharlene Pearson (OCA Membership Manager) and Marsha Nicholas (Communications Manager) were moved by Crowdis and seconded by Bonnie Fochi to be renewed for two years. Vote: Pass Unanimous.

### ***Data Management Committee***

A new committee will be appointed to address the OCA Website. This will be the Data Management Committee. Members who have expressed an interest in participating with this committee include Director Karl Sup, Lois Liconte, and Brad Nicholson. Their duties will be further defined and reported to the Board by the Executive Committee.

### ***JWO Editor***

Discussion was held about how some election issues were held in regard to the JWO.

One topic of discussion was in regard to the JWO Editor reporting the copying of articles and ballots from the JWO by an outside private website. His action was the result of a question from Gene Crowdis regarding copyright laws.

Discussion followed.

A motion was made by Zone Director Consoli to accept a two-year extension of the JWO Editor contract with a stipulation that any violations of the contract policies be reviewed by the OCA Legal Advisor and dealt with within 60 days of the violation. A third party should also do proofreading.

After discussion, the motion was withdrawn.

A motion was made by Zone Director Martinson, seconded by Zone Director Consoli, to accept Brad Bishop as JWO Editor for a two-year extension per the modified contract in hand. Vote: 1 no vote, balance Yes. Motion passed for a two-year extension.

### ***Sergeant at Arms***

This position will be eliminated because future BOD meetings will be open to the membership.

### **Long-Term Membership Committee**

Prior to the meeting, one Board member requested that the Board consider a request that 30-year members be allowed to purchase a 30-year jacket for their spouse. In response to that request, members of the Long-Term Membership Committee unanimously concurred that such jackets should not be provided for spouses. The Long-Term Membership Committee will address this issue and report back to the Board next year.

### **Racing Committee (and Other Committees)**

Jerry Wilson inquired about the Board's perspective on establishing a Racing Committee. Members of the Board concurred that the OCA President has the authority to appoint a committee without Board approval unless that committee requires funding from the OCA.

### **Meeting Adjourned 6:15 PM.**

Respectfully Submitted,

David E. Vollbracht  
OCA Acting Interim Secretary  
OCA #13046

## Appendix A – Revised OCA Policy Manual Section 5.21

- 5.21 Nominee profiles and Election ballots shall appear in the April issue of the official publication.

Approved 02/19/2006

- 5.21.1 Balloting shall close on May 15.

- 5.21.2 The OCA Election Chairperson shall open and count the ballots only after all ballots have been received, in the presence of one Member of the Board of Directors and at least one member of OCA not on the Board of Directors who is not a nominator for any position and/or running for any position. This person must be approved by the full Executive Committee. After the ballots are counted and tabulated the official ballots and the signed certification of the count will be sent by registered delivery to the OCA Secretary who will maintain them for one (1) year.

Approved 02/19/2006

- 5.21.3 Ballot count to be revealed only upon request.

- 5.21.4 The OCA Election Chairman shall notify all nominees, and the editor of the official publication, complete election results, in writing, within 10 days of close of balloting.

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- 5.21.5 Challenges to the election results must be presented in writing and must be postmarked within fifteen (15) calendar days after the official notification of the results are made to the nominees. All challenged results will be reviewed by the OCA Executive Committee and the OCA Election chairperson. The results of that review will be considered official.

*Corrected Numbering Error per Review 5-20-2006* Approved 9/2006

- 5.21.6 Each nominee profile must contain only biographical and experience related information about the nominee.

- 5.21.7 Profiles will be reviewed by the JWO Editor and profiles that are deemed to include accusations or negative inferences about other nominees or OCA will be returned to the nominee to be revised.

- 5.21.8 Profiles that have been returned for revision, and are not revised will be published in the JWO, as written, but with a note from the editor that a revision was requested, but not received.

- 5.21.9 The ballot will be printed on the JWO dust cover on the opposite side from the address label. The only photocopy accepted will be for associate members.

- 5.21.9.1 Both sides of the ballot must be photocopied. The photocopy must be sent to the election secretary in the same envelope as the member's ballot to be accepted. No other photocopies will be accepted.

- 5.21.9.2 New members who do not have an April copy of the JWO with the ballot will be sent a ballot for the member and associate (if applicable) with their membership card.

- 5.21.9.3 These ballots will have the signature of the Membership Manager on them to verify that they are official.

(Approved July 22, 2010 BOD Meeting)