

**2011 Board of Directors Annual Meeting  
Oldsmobile Club of America  
Reno, Nevada  
July 28, 2011**

*Minutes are written in chronological order, not agenda order. Agenda items were taken out of order to respect presenters' time.*

President Jerry Wilson called the meeting to order at 8:00 am. In his opening remarks, the president thanked all the board members for giving their time and effort to attend the meeting and working to fulfill the stated purpose of the Oldsmobile Club of America.

It was determined that there was a quorum. Proxies were read and attendance taken.

**Attendance:**

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

Mr. Olson moved that the Board meeting agenda be accepted as printed. Mr. Hughes seconded motion. Motion passed.

The record notes that several Board members and audience members were audio recording the proceedings. Mrs. Childs was introduced as Acting Parliamentarian to answer questions about the By-Laws and Policy Manual.

### **Ratify appointment of OCA Secretary**

The president stated that he had received a letter of resignation from the secretary, Maxine Kleedorfer. The president stated that he had talked to several people about assuming the secretary's responsibilities. Only Mrs. DeLong had accepted.

During the subsequent discussion, some Board members expressed concern that because no one had run for the position, that it was an incomplete election. Other board members cited OCA by-laws that the president must make appointments for vacancies. The Parliamentarian stated that the OCA by-laws do not contain anything about incomplete elections, but do contain statements about the president filling vacant positions. The president cited past examples of an OCA president appointing people for unfilled board positions.

Mr. Olson moved to ratify the president's appointment of Dalene DeLong to the vacant position of secretary. Mr. Hughes seconded the motion.

A paper ballot vote was requested. Mrs. Nicholas, Election Committee Chair, counted the ballots.

Results: 8 for, 11 against Motion failed

At the request of the president, Mrs. DeLong agreed to record the minutes of the meeting.

### **July 2010 Board of Directors Minutes**

As the minutes had been previously distributed to all board members, a motion to approve the minutes as written was made by Mr. McCallister and seconded by Mr. Olson.

The minutes were amended by striking on page 3, the third paragraph under the subheading "Requests for Information" and on page 7 striking the second paragraph under the subhead "To be determined – 2013".

The revised minutes were approved unanimously.

Mr. Martinson moved that future board meeting minutes be recorded verbatim. After discussion, Mr. Martinson amended the motion to state that the Board Meeting minutes should include a record of all items discussed in a general format and the actions taken on each item. Mr. Crowdis seconded the motion. The motion passed unanimously.

### **Reports of Officers and Committees:**

#### **President's Report:**

The president reported that during the past year, he had appointed a person to fill the vacant seat of secretary on the board. He had identified an OCA Merchandise Manager, expanded relationship with the R.E. Olds Transportation Museum, asked Mr. Olson to assume the Road Show Program responsibilities, and asked Joe Donnelly to assume responsibility for a Racing Committee. Chapters are now receiving information about new member information, mainly by email. He has identified new member processing procedures and worked to refine the annual compliance procedure. He has identified financial procedures to reduce cost and expedite distribution of payments.

Board of Directors Annual Meeting July 28, 2011

Proposals for OCA national meets in 2013 and 2014 have been completed. Preliminary work for a 2015 national meet site has been done

The president stated that there are limited assets for the OCA. It was stated that preceding the meeting, the past president had transferred two digital recorders to the current president's possession.

**Vice President's Report:**

The vice-president reported that he had tried a new timeline for chapters to report membership based on comments received by some chapters. He reported that he had received positive feedback about the new timeline. Some Board members reported that they had received negative feedback. The president requested that zone directors report compliance problems/comments to Mr. Mestad as soon as they receive the comments. During discussion, members of the Board asked that the vice-president follow the stated Policy Manual timeline for chapter compliance. The president requested that Mr. Mestad report to the board about any comments made by chapters about the compliance procedure.

The vice-president reported that four chapters had disbanded during the year and five chapters were out of compliance. Mr. Mestad is working with chapters who are not compliant to become compliant. During discussion, it was determined that the Mid Atlantic Olds Chapter was still in compliance even though the chapter has less than 10 members. The North Texas Olds Chapter was determined to be in compliance on January 25, 2011, and compliance should not be checked again until January 2012.

A recess was taken at 10:13 am.  
Meeting was reconvened at 10:33 am.

In the interest of respecting presenters' time, the board heard reports from the racing committee and R.E. Olds Transportation Museum.

**Racing committee:**

Mr. Donnelly, chair of the Racing Committee, presented an update of progress the Racing Committee had done for the race at the 2011 National Meet. A motion from the Committee was presented. No second was needed because it came from a committee.

**The Board of Directors of the Oldsmobile Club of America supports the addition of a racing venue to the list of activities at the 2011 National Meet.**

The motion was amended to strike the word "2011" by Mr. Stephenson and seconded by Mr. Crowdis.

Mr. Donnelly indicated that races would be on NHRA or IRA approved tracks. Mr. Mestad indicated that actions required to protect the OCA had been implemented.

The amendment and amended motion passed unanimously.

Mr. Donnelly presented another motion on behalf of the committee.

**The OCA will advance \$2,000 to fund the racing activity. Uses of the funds will include \$1,700 for use of Top Gun Raceway from 5:00 pm to 10:00 pm on Friday, July 29, 2011 and \$300 for awards. Proceeds from activity fees (\$30 per entry) will be returned to the OCA.**

Mr. Nicholas moved to amend the motion to read:

**The OCA will advance \$2,000 to fund a racing activity associated with the national meets and the revenue will be returned to the OCA.**

Mr. Consoli seconded the amendment. The amendment passed, and the motion passed unanimously.

The Legal Advisor expressed a legal concern that the words "OCA" should be included on the raceway's participant release form and that the change be initialed by the participant, as well as the participant signing the raceway's release form.

### **R.E. Olds Museum Presentation**

Doug Williams and Scott Graham gave a PowerPoint presentation about the museum, its current condition and concerns, and future plans. Board members requested that the president send a copy of the PowerPoint presentation to all the Zone Directors for use with local chapters.

A committee to determine how the OCA can assist the museum comprising of Judy Badgley, Jamie Cox, Ken Nicholas, and Jerry Wilson was appointed.

Mr. Cox made a motion that:

**The OCA have a dedicated liaison with the R.E. Olds Transportation Museum.**

Mr. Winn seconded motion. Motion passed.

Mr Winn made a motion that:

**The Board make up the shortfall of \$2000 relating to the 2007 OCA Board of Directors decision to donate \$500 annually to the R. E. Olds Transportation Museum. (This would be for the years of 2008, 2009, 2010, and 2011.)**

Mr. Hughes seconded motion. Motion passed unanimously.

The board suggested that the liaison and/or a delegate from the Museum make an annual report to the BOD.

### **JWO Editorial Board**

A proposal from Mr. Hughes and Mr. Consoli, which would establish an editorial board to assist Mr. Bishop with JWO operations, was presented. The editorial board would not censor the editor.

A motion was made by Mr. Hughes and seconded by Mr. Consoli.

**The BOD establish an editorial board which would consist of the Editor of JWO, the OCA Legal Advisor, and one other person to assist the editor of the JWO.**

Motion withdrawn.

Mr. Hughes moved that:

**The BOD establish an editorial board which would consist of the Editor of JWO, the OCA Legal Advisor, and one other person independent of the BOD (the editor will submit a list of people to the BOD and the BOD will choose one from the list) to assist with concerns brought to the editorial board by the Editor.**

Mr. Consoli seconded the motion. A voice vote was indeterminate. Raising of hands vote: 11 for and 9 against. A roll call vote was requested: 14 for and 5 against. Motion passed.

The advertising problems, specifically the member-advertiser problem and the profit/not-for-profit groups advertising for free are still in the information gathering stage.

Meeting was recessed for lunch: 12:30 – 12:37pm.

Meeting resumed at 12:37 pm.

## **New Business**

### **Merchandise Manager:**

Mr. Winn made a motion to:

**Approve Acme Apparel as the Merchandise Manager for OCA.**

Mr. Consoli seconded the motion.

Steve Hall, owner of Acme Apparel presented information about his company producing merchandise with the Oldsmobile and OCA logo.

Motion passed unanimously.

Mr. Stephenson made a motion to:

**Allow Acme Apparel would purchase the remaining OCA merchandise inventory from Ralph Gaines.**

The motion was seconded by Mr. Nicholas. Motion passed unanimously.

### **Contractor Reviews:**

The Executive Committee will review the contractors' jobs and responsibilities so information will be available for next year 's Board meeting.

**Continuing with Reports of Officers and Committees:**

**Treasurer's report:**

The treasurer's report was provided to members of the Board prior to the meeting. Total income for January through December 2010, was \$207,723.22 and total expenditures were \$ 195,035.91. This resulted in a net income of \$12,687.31.

The CPA's engagement letter and the CPA's bill was brought up for discussion because the bill was more than the letter of engagement or the amount previously approved by the Board for those services

Mr. Crowdis made a motion to:

**Pay the additional amount (\$1, 942.00) of the CPA's invoice.**

The motion was seconded.

Discussion centered on the discrepancy of dates and amounts between the CPA's bill and the CPA's letter of engagement.

The motion passed.

**New Business**

**2011/2012 Budget**

Mr. Kolesar made a motion to:

**Accept the budget presented by Mr. Crowdis.**

Mr. Varley seconded the motion.

Discussion: The Treasurer explained that the budget was from June of one year through May of the next year. Some of the Board members expressed concern about members' perception of the OCA having a budget deficit of \$18, 122 and thought that the BOD should consider the balanced budget submitted by the president. The Treasurer stated that he thought it was better to have approval for a larger amount for budget items, as there is money in reserve to pay items and so the Board wouldn't have to make decisions concerning expenditures between Board meetings.

This motion was tabled at 1:49 pm. The Board returned to the motion at 1:55 pm.

With the additional amounts approved by the Board during the meeting, the budget is \$223,222.00 instead of \$218, 122. This results in a budget deficit of \$23, 322.

A voice vote passed the motion. A roll call vote was requested. Roll call vote: 15 for, 4 against. The amended budget motion passed.

The president suggested that the Treasurer send out notes to the chairs of committees requesting that they submit estimated budget amounts by a certain date for the Treasurer to include those amounts in the next year's budget.

### **Continuing with Reports of Officers and Committees:**

#### **Chief Judge's report:**

#### **Class 18 Awards**

Mr. Konsmo moved:

**On behalf of the OCA Judging Committee, I move that the OCA Board of directors increase the current budget of \$400 for the Judging Committee to \$1500.**

No second was needed because it came from a committee. The motion passed

### **New Business**

#### **Presentations for Future National Meets**

Mr. Kolesar and Mr. Nicholas introduced John Muchmore and Greg Mingos from the Greater Cincinnati/Northern Kentucky Chapter who presented a proposal for the 2014 National Meet to be held in Cincinnati, Ohio. The meet would be held during the last week of July.

Mr. Stephenson made a motion to:

**Accept the proposal for the 2014 National Oldsmobile Meet to be in Cincinnati, Ohio.**

Mr. Nicholson seconded the motion. The motion passed unanimously.

Mr. Rich Barnes presented a proposal for the 2013 National Meet to be held in Springfield, Illinois, during the last week in July. That meet would be hosted by the Illinois Valley Oldsmobile Club and the Archway Oldsmobile Club.

Mr. Cox made a motion to:

**Accept the proposal for the 2013 National Oldsmobile Meet to be in Springfield, Illinois.**

Mr. Olson seconded motion. The motion passed unanimously.

Mr. Bob Thompson and Mr. Mestad updated the Board on the 2012 National Oldsmobile Meet in Des Moines, Iowa.

Concern was expressed about the statement on the entry form about swap meet payments going to the Iowa Chapter instead of OCA. Information provided revealed that the \$5000 from OCA

had never been paid, and so the Iowa Chapter was willing to substitute the revenue from the Swap Meet.

Discussion was stopped because the meeting had gone beyond the announced 2:30 pm. adjournment time.

At this time, five Directors assigned proxies:  
Mr. Hughes assigned his proxy to Mr. Olson  
Mr. Sup assigned his proxy to Mr. Consoli  
Mr. Nicholas assigned his proxy to Mr. Winn  
Mr. Kolesar assigned his proxy to Mr. Crowdis  
Mr. Varley assigned his proxy to Mr. Crowdis

A recess was taken at 3:15pm

The meeting was reconvened at 3:40 pm.  
The president determined that there was a quorum.

### **Continuing with Reports of Officers and Committees:**

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

Some board members questioned the rationale for raising the prices from \$35 to \$50. Prices were raised to see how vendors reacted.

Members of the Board requested that the Swap Meet Chair keep the members of the board apprised of possible changes before the changes are done so they can respond with questions and concerns.

#### **Contractor reports**

Reference was made to the branding information provided by Mr. Bishop in his report that might increase membership.

Mr. Martinson made a motion to :

**Ask Mr. Bishop to provide information about redesigning of the OCA logo.**

Mr. Consoli seconded the motion. The motion passed.

The Board suggested that the president make a comment at Saturday's membership meeting about redesigning the OCA logo to see if there is an interest.

#### **Webmaster:**

Concern about the quality of the OCA website was voiced. The committee, which was formed last year, has not met.

Mr. Konsmo made the motion to:

**Ask the committee comprised of Mrs. Liconte, Mr. Wilson, and Mr. Sup explore the improvement of the OCA website and report back to the Board with recommendations and costs.**

Mr. Martinson seconded motion.

Mr. Martinson amended the motion **to include a time frame of three months.**

The amendment was seconded by Mr. Higgins. The amendment passed. The revised motion passed.

### **Insurance:**

Mr. Mestad presented information concerning bids from four different insurance companies. Heacock's bid was the lowest, plus they offer a 10% discount to OCA members and will put a full-page ad in the *Journey With Olds*.

Mr. Mestad made a motion for:

**The BOD accept the proposal submitted by the Heacock Insurance Agency at the end of the current policy period -September 1, 2011.**

Mr. Stephenson seconded the motion. The motion passed unanimously.

### **Road Show Chair**

Mr. Olson reported that there were twelve shows this year and most people spent around \$100. The following are changes that Mr. Olson reported:

- 1) The 3-ring binders of old *JWO* magazines that were usually included in a Road Show packet have been eliminated. Most people said the binder was not needed.
- 2) People doing a Road Show must turn in the number of members signed up and pictures of the road show site in accordance with rules adopted by the Board.
- 3) A cost saving method was to have Sharlene Pearson mail *JWO* magazines directly to the Road Show participants. This eliminates mailing the magazines twice.

### **By-Law Committee**

Mr. Crowdis provided a verbal report stating that only one Policy Manual section had been revised to deal with changes to election ballots (paragraphs 5.21.9 through 5.21.9.3 had been added) and noted that the changes were included in the 2010 Board of Directors Meeting minutes.

A question was raised about the report not including one other Policy Manual section which had been revised and adopted in March 2010 (paragraphs 5.20.1 through 5.20.2.4). It was stated that those changes had not been included in the written report of the Committee for 2010.

It was suggested that records be consulted for clarification.

### **Memorial Committee**

A request had been sent from the Memorial committee asking for names of deceased board members to place on the memorial plaque, but no replies were received.

Mr. Crowdis told the members of the Board that he will do a spreadsheet of names of past Board members.

The president asked Mr. Crowdis to investigate the cost of the memorial plaque that was also part of the 2007 BOD's action and report back to the board.

### **Model year advisor**

A written report was provided to members of the Board prior to the meeting. The report notes that one person inquired about being an advisor, but did not pursue it further, and three businesses have been removed from the advisor list.

### **Long-term Member Committee**

A written report was provided to members of the Board prior to the meeting. The report notes that to date, 192 thirty-year jackets have been awarded.

The committee submitted a motion to:

#### **Design a patch for 40-year and 45-year member recognition**

No second required on a committee motion. The motion passed unanimously.

The committee also made a motion to:

#### **Make available a jacket for purchase by a non-member spouse of a 30-year member with the following guidelines:**

- 1) Jacket must be significantly different than the 30-year member jacket.**
- 2) Jacket would be white, not black.**
- 3) The OCA crest on back would be significantly smaller than the crest on the 30-year member jacket.**
- 4) The jacket would not have the year span above the crest, nor the words "30 year member" below the crest**
- 5) The jacket could have the words "spouse of 30-year member" below the crest in script lettering, not block lettering.**
- 6) If desired, the spouse's name could be on the front of the jacket.**
- 7) The 30-year member's service would need to be verified.**
- 8) The total cost of the spousal jacket would be the responsibility of the spouse and/or the 30-year member, i.e. no cost to the OCA.**

The Committee reiterated that the 30-year member jacket should be unique and easily recognized.

No second required on a committee motion. The motion passed unanimously.

### **Policy Manual Section 12.10.2**

Mr. Stephenson made a motion to make the following revisions to Policy Manual 12.10.2

**To avoid any financial conflict-of-interest, no OCA member or other person may be appointed to the position of Chief Judge or Committee Member of the OCA Judging Committee, if that OCA Member or person owns or represents a for-profit business interest that includes the sale of merchandise, restoration parts and/or services for vehicles that may be judged during the official judging of any Oldsmobile entry at an OCA National Meet.**

Mr. Cox seconded the motion. The motion passed. The policy is effective immediately.

The Board was made aware that the 2008 issue of the Legendary Auto Interiors catalog contains an endorsement statement made by Mr. Konsmo. Mr. Konsmo stated that he would take steps to remove his endorsement from Legendary catalogs. The president restated that in the future anyone on the judging committee who had an endorsement in any publication for a product would immediately be removed from the judging committee.

### **Policy Manual 3.20 Revision**

Mr. Yancey made a motion to make the following changes to Policy Manual Section III.

#### ***Paragraph 3.20***

**OCA business shall be conducted during any period of time when the OCA Board of Directors is not in session at the annual meeting or at a special meeting by means of electronic e-mail or the U.S. Postal Service ensuring that proper motions are made, seconds are made (when required per RRoO 10<sup>th</sup> Edition NR), and opportunity for discussion is provided to all voting Board Members, elected or appointed.**

#### ***Paragraph 3.20.1***

**Records of any OCA business or activity conducted by means of electronic Email or U.S. Postal Service will be recorded by all members of the Executive Committee for continuity and will be offered as an amendment to the previous year's Meeting Minutes during the time on the Board meeting agenda for approval of the previous year's meeting Minutes.**

No second for the motion was given.

Mr. McCallister recommended that this change would be more appropriate as a series of by-law revisions including:

#### ***Delete Bylaw Paragraph 3.31***

**The EC shall prepare mail ballots for the Board on any issue necessitating Board action between Board Meetings.**

***Add Bylaw Paragraph 4.30.1***

**OCA business may be conducted during any period of time when the OCA Board of Directors**

**is not in session at the annual meeting or at a special meeting by means of electronic e-mail**

**or written correspondence. Such business would require that proper motions are made with appropriate seconds and opportunities for discussion are available consistent with OCA Bylaw 6.40.**

***Add Bylaw Paragraph 4.30.2***

**Votes taken in accordance with Paragraph 4.30.1 require approval by two-thirds of all the members of the OCA Board of Directors then in office.**

***Add Bylaw Paragraph 4.30.3***

**Records of any OCA business or activity conducted in accordance with Paragraph 4.30.1 will be reviewed at the next succeeding Board meeting. Such activities would be reviewed immediately following the approval of Meeting Minutes for the preceding year. Accordingly, such actions will be recorded in the Meeting Minutes of the meeting in which they are reviewed by the Board of Directors.**

Mr. Stephenson made amotion to:

**Adopt the bylaws proposed by Mr. McCallister.**

Mr. Cox seconded the motion. The motion passed unanimously. The By-law changes will be presented at Saturday's General Membership meeting.

**Policy Manual 6.40**

Mr. Yancey moved to revise the policy manual.

***Policy 6.40.1***

**In accordance with meeting rules per Bylaw 6.40, the OCA Bylaws and Policy Manual will take precedent over any application by Robert's Rules of Order.**

***Policy 6.40.2***

**The full OCA Board of Directors will have equal access (free of charge) to any expert or consultant on any subject whose opinions and/or interpretations will be used to make decisions affecting the Oldsmobile Club of America.**

***Policy 6.40.3***

**Failure to provide reasonable, open and unrestricted access to any such individual or group of individuals in 6.40.2 will nullify their input.**

***Policy 6.40.4***

**Requirement for financial compensation, by such expert or individual other than through an approval of the OCA Board of Directors, that restricts access to the individual or group of individuals will nullify the application of any opinion or information that is provided by the individual or group of individuals.**

Mr. Higgins seconded motion.

[At 6:10 pm Mr. Knosmo assigned his proxy to Eric Martinson.]

By voice vote, the motion failed. A roll call vote was requested.  
Roll call vote: 2 abstain, 7 for, 10 against. The motion failed

Mr. Cox moved to adjourn the meeting.

The meeting was adjourned at 6:20 pm.

Respectfully submitted,  
Dalene DeLong  
Recorder of OCA Board meeting minutes