

**2012 Board of Directors Annual Meeting
Oldsmobile Club of America
Des Moines, Iowa
July 5, 2012**

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 8:02 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	Dalene DeLong	Present	
Treasurer	Gene Crowdis	Present	
Zone Director, Atlantic NE	Bonnie Fochi	Absent	Proxy-Ed Konsmo
Zone Director, Atlantic NE	David Consoli	Present	
Zone Director, Atlantic SE	Pat Higgins	Absent	Proxy-Gene Crowdis
Zone Director, Atlantic SE	Ken Williams	Absent	Proxy –Gene Crowdis
Zone Director, Eastern Great Lakes	Galen Kolesar	Absent	Proxy-Rick Winn
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	Absent	Proxy-Rick Winn
Zone Director, Pacific NW	Erik Martinson, Jr.	Present	
Zone Director, Pacific NW	Jamie Cox	Absent	Proxy-Dalene DeLong
Zone Director, Pacific SW	Karl Sup	Present	
Zone Director, Pacific SW	Joe Varley	Absent	Proxy-Ed Konsmo
Chief Judge	Ed Konsmo	Present	
Chair, Swap Meet	Everett Horton	Present	
Past President	Pat Yancey	Present	

Mr. Vollbracht served as the Parliamentarian for the meeting. Mr. McCallister was providing legal advice for the Board. (Note: It was discovered subsequent to the meeting that Mr. McCallister's dues had inadvertently not been paid. Accordingly, his status in the meeting was not OCA Legal Advisor but "guest of the Board".) The record notes that some people were audio recording the proceedings.

July 2011 Board of Directors Meeting Minutes:

The minutes of the July 2011 Board meeting had been previously distributed to all Board members. The minutes were amended by correcting the spelling of the names, "Minges and Barnas" on page 7.

After a discussion concerning confusion with chapter compliancy and advertising in JWO for a zone meet, Mr. Crowdis stated that he paid \$250 directly to the OCA account for an advertisement in JWO for the Zone Meet hosted by the North Texas Oldsmobile Club in October 2011. Because the timeframe was short, Mr. Crowdis determined that the money should be in the OCA checking account when the advertisement was published in August. Accordingly, he made the payment outside of the usual channels

A motion was made by Mr. Crowdis and seconded by Mr. McCallister to reimburse Mr Crowdis \$250 if only one ad for the zone meet ran in the JWO. The payment is contingent upon confirming that only one ad was run. The motion was passed. Mr. Crowdis and Mr. Wilson will review the issues of JWO to verify the number of ads run.

Mr. Crowdis brought to the Board's attention on page 2 that Heacock Insurance said that the insurance agency would take out a full-page ad in the JWO, but they have not. Mr. Mestad stated that the Insurance Agency is waiting for someone from our organization who takes care of ads to contact them. Mr. Wilson stated that he would talk to Heacock Insurance representatives at the show about the ads for JWO. Mr. Wilson stated that Heacock Insurance had arranged for a special rate to have the Hairy Hurst Olds display, then paid half of that cost.

The revised minutes were approved unanimously.

July 2011 Membership meeting minutes:

General Membership meeting minutes were corrected with the following changes on page 2: the correct spelling of the word, vacant, and by inserting the following statements: "Mr. Childs asked, "Mr. Crowdis, will you tell us why you are single handedly preventing the President from appointing a secretary?" Mr. Crowdis answered, "No." (Mr. Yancey provided the wording for these statements.) The General Membership Meeting minutes with corrections were approved with Mr. Winn and Mr. McCallister abstaining.

July 2011 Email business minutes:

Mr. Crowdis desired that the Board address the May 3 motion concerning contracts at this time. The President asked for a show of hands of who would like to address that motion at this time. A majority of the members of the Board expressed their preference to address the issue of contracts at the stated time on the agenda. The Email Business Summary as written was passed.

Reports of Officers and Committees:

The President stated that since all Board members have had time to read the reports, the reports would not be read aloud, but inquiries and comments would be accepted.

President's Report:

Mr. Konsmo made an inquiry about the update on chapters not currently compliant due to a failure to return a roster. In response to an inquiry about his procedure, the Vice-President stated that he has communicated with individuals associated with the individual clubs. Mr. Consoli noted that the Vice-President has contacted Zone Directors about chapter compliancy. The President asked that the Vice-President keep the appropriate Zone Directors informed.

Mr. Crowdis wanted some changes to be made on page 2 under the heading of financial issues. Mr. Crowdis stated that he had received notification about renewal of the certificate of deposit (CD) on December 22 instead of late November. He also stated that the CD is getting 0.7% interest for 17 months. Mr. Wilson stated that he had contacted several banks including the Bank of Texas on the first day of business following the December 31, 2011 motion. Mr. Wilson stated that the Bank of Texas had told him that the CD, if automatically renewed would be at 0.35 % for 12 month, so the Bank of Texas gave him information that is different than information provided by the Finance Committee. Mr. Wilson stated that he does not have a copy of that contract and he has not signed a contract as the Bylaws and Policy Manual require. Mr. Crowdis stated that he will mail a copy of the CD contract to all Board members when he returns home.

The consensus of the Board of Directors was that there should be a process that the Board, as a group, should make decisions concerning financial matters. Mrs. DeLong suggested that the Board might want to discuss the disposition of the CD when it comes due. It was decided that there were many issues associated with the CD and this issue would be discussed at a later time. Mr. Wilson suggested that the Finance Committee put together a recommendation of a process concerning CDs.

Mr. Wilson stated that he will take on the responsibility of determining the composition of committees, and he asks that all committee chairs submit a complete roster of their committees. The Board will revisit this and the Board can work out a procedure for appointing members to committees.

Mr. Crowdis wanted a show of hands that the Board acknowledges that the Finance Committee is comprised of chair, the Treasurer as according to OCA bylaws, and that the Treasurer has selected Mr. Winn, and Mr. Yancey as members of that committee. The Board acknowledged the composition of this committee.

Mr. Consoli stated that members need to respond to inquiries by other Board members. The President stated that he would change response language for email business in that he will acknowledge motions received and then stating if the motion needs more information or is being put before the Board.

President's Asset Report:

Mr. Yancey provided a written statement: "OCA Zip Disc of OCA Charter. Pat Yancey does not have a copy. What is referred to as "not usable" is actually two 3 ½" floppy discs that were given to Pat Yancey Those 3 ½" floppy discs are unusable."

Mr. Wilson acknowledged receipt of the two tape recorders and explained that neither of the tape recorders is functional.

Vice President's Report:

Mr. Crowdis wanted some clarification about roster requirements and details. Policy Manual Motion contained within Vice President's report that changes dates for compliancy:

Section 8.10

The Vice President will request a copy of each Chapter Roster in January with a response date not later than February 15. Any Chapter not in compliance by March 1 will have their Charter suspended until the Chapter becomes compliant. After two successive years of non-compliance, the Chapter will have their Charter revoked.

Motion was made by Mr. Mestad and seconded by Mr. Olson. A roll call vote was called. There were 11 in favor, 3 opposed, and 6 abstaining. The motion passed. Mr. Winn suggested that at the next Board meeting the Vice President report the results of changing the dates.

(Steve Mestad had to leave to tend to National Meet business. His proxy was given to Terry Olson. 9:56am)

Treasurer's Report:

There was a letter of understanding with Mr. Dearing for his engagement for compilation and tax forms. It was noted that the letter was not dated. Mr. Crowdis stated that he will send a copy of the dated engagement letter to members of the Board. Mr. McCallister quoted Policy Manual 9.30 and noted that the letter of engagement conflicts with the OCA's Policy Manual when it states that "A compilation does not contemplate performing inquiry, analytical procedures, or other procedures performed in a review." Mr. McCallister also pointed out that Policy Manual 9.30 states that "the review will be electronic files, hard copy documents, bank balances, invoices, payment records..." The letter of understanding states, "a compilation does not contemplate ... testing accounting records by obtaining sufficient appropriate audit evidence through inspection, observation, confirmation, or the examination of source documents."

Mr. McCallister was concerned that Mr. Dearing who needs to support what the Treasurer is doing is taking that support away, especially the statement in the letter, "I will not express an opinion or provide any assurance regarding the financial statements being compiled." Mr. McCallister stated that Mr. Dearing seems to be taking away his responsibility. Mr. McCallister points out that it is his opinion that there is a disconnect between OCA policy manual and the letter of engagement. Mr. McCallister wants clarification from Mr. Dearing about what he is actually doing.

Mr. Crowdis says that Mr. Dearing has stated that there are certain statements that certified accountants must put into the letters of agreements. Mr. Crowdis explained what Mr. Dearing does with the financial records. Mr. Wilson asked the Finance committee to take a look at the policy manual and draft something for the Board's consideration so that the policy manual and the documents which are signed are consistent.

Chief Judge's Report:

There were no questions or comments.

Communications Coordinator's Report:

The Board recognized Marsha Nicholas's great fine job of handling OCA communications.

Membership Manager Report:

The supply of decals is getting low. The Treasurer put an item in the budget because he had noticed the low supply. Mr. Crowdis will assist with reordering decals from the Merchandise Manager.

Swap Meet Report:

There have been comments that it was good to have vendors for women's interests. More vendors than last year had registered.

(Everett Horton had to leave to take care of Swap Meet business. David Consoli was his proxy. 10:18)

Journey With Olds Report:

It was asked if it might be possible to reduce the number of JWO s printed each month because of declining membership. Mr. Crowdis reported that he had contacted the printing company and the company is willing to print any number of copies of JWO which the Board wants printed. Mr. Crowdis will send information about the different pricing breaks for number of copies to the Board. Committee chairs and Sharlene will figure out how many copies their committees needs.

Mr. Consoli moved that the JWO editor's contract be modified to include that the editor will provide electronic backup copies on a flash drive or other electronic storage device at least on an annual basis. The Board will pick up the expense of shipping. Motion seconded by Mr. Winn. The motion was adopted by consensus.

The Board took a ten-minute break at 10:37.

(Everett Horton and Steve Mestad returned to the meeting.)

The meeting reconvened at 10:47.

2015 National Meet Proposal:

Donald Ferraro and Chuck Schiel from the GMO Chapter presented two options for the 2015 National Meet for the Board to consider.

(Steve Mestad left the meeting. His proxy was given to Terry Olson. 11:30)

The GMO Chapter wants specifics about what the OCA pays as pertains to the Swap Meet to be included in the contract. Mr. Crowdis expressed the concern that the GMO Chapter outline all costs as early as possible and get everything in writing. Mr. Crowdis suggested that the Chapter get maximum costs estimates from hotels, etc. Mr. Wilson stated that all contracts for Nationals should include a specific list of items that OCA is expected to pay. Mr. Consoli stated that the GMO Chapter is paying for the Trade Center as an indoor space for the swap meet and giving that as a gift to OCA.

Mr. Consoli moved to accept the GMO Chapter's Proposal Option II, which includes the Trade Center, to have the 2015 OCA National Meet in Marlborough, MA hosted by Eastern Massachusetts GMO Chapter. The motion seconded by Mr. Winn. The motion passed.

Racing Committee Report:

Mr. Donnelly expressed concern that the Treasurer has told him that the funding for this racing event would have to be approved at this Board meeting. He was concerned about bills which come due before the Board meeting and need to be paid, would not be paid until after each year's Board meeting. He cited the funding issues of 2011. Mr. Crowdis stated that if a bill is presented (even a deposit to a track), it will be paid. Mr. Crowdis apologized if he misunderstood the intent of the 2011 motion.

It's the mutual understanding between the Racing Committee, the Treasurer, and the Board that bills will be paid on a timely manner. This fulfills the Board's intent at the 2011 Board meeting concerning the motion for a racing event. The Board's intent was to have \$2000 available each year for the racing committee without the committee having to get permission at each Board meeting. This amount will be included in each year's budget.

Mr. Donnelly stated that the track at Eddyville created the event for the OCA Nationals for entry fees only. He encouraged members to attend the track's Saturday event in appreciation.

Mr. Donnelly reported a joint agreement by the Judging and Racing Committees to change the judging of race cars. The Race Car Class (Class 19) will be split into 19A and 19B. Class 19A is race cars with an Oldsmobile body and Oldsmobile engines and Class 19B is race cars with other than Oldsmobile bodies, but with an Oldsmobile engine. The Judging Committee will work on the judging sheet. The Judging Committee added "or Race Car class" to Rule 5 of the Car Show Rules.

The meeting was adjourned for lunch at 12:35pm.

The meeting reconvened at 1:16pm.

Road Show Committee Report:

Mr. Crowdis inquired about the inconsistency in payments to Road Show participants. Mr. Wilson, updated the Board of the history of the Road Show payments.

Mr. Konsmo moved that the Road Show reimbursement be adjusted to \$200 per event and anything over \$200 must have pre-approval of the Road Show Chair, and the Road Show Chair will notify the Executive Committee of the pre-approval. The Road Show Chair will submit changes for the suggested program by the next Board meeting. Mr. Consoli seconded the motion. The motion passed.

Mr. Olson moved that the Board sustain the appointment of Larry Sybert as Road Show chairperson. Mr. Hughes seconded the motion. The motion passed.

The Road Show Committee includes Larry Sybert, Trent Plungas and Terry Olson.

Model Year Advisor Committee Report:

There were no questions or comments.

Long-Term Member Committee Report:

Mr. Yancey stated that he had seen a sample of a similar jacket and thought that nationwide bids should be taken. Board members want to have a quality product for the 30-year members.

Mr. Crowdis moved that the Long-Term Member committee let out bids for the 30-year jackets and spousal jackets with the stipulation that the jackets be of equivalent quality on the material, embroidery, and logo, and the Oldsmobile logo should be the same size. The committee should have at least three competitive bids. Mr. Martinson seconded the motion. The motion passed.

The Board wants to make sure that there is a quality product for the members. Mr. Galehouse and the committee would be the quality control.

Mr. Wilson showed the Board a sample of the spouse jacket that fits the criteria set by the Board last year. The jacket will be displayed at the Awards Banquet on Saturday night.

Inquiry: How does the committee decide if someone has been a member for 30 years? Board members stated that some documentation, such as JWO with names or letters from other members. A complaint was made that a member had been denied a jacket because of lack of documentation. Mr. Wilson suggested that if any Board member knows of a situation like that, they should send documentation to Mr. Galehouse and Mr. Wilson.

JWO Editorial Board Committee Report:

Mr. Hughes stated that the sole purpose of this Editorial Board is to assist the editor in making decisions with issues that arise in which the editor feels he needs assistance. The committee feels that there does not need to be a chair of the Editorial Board. One of the biggest concerns is negative submissions to the JWO.

Mr. Consoli reviewed the process the committee used. Of the six candidates, five replied. The committee feels that all of the candidates are well qualified. The Editorial Board would consist of Brian McCallister, legal advisor; Brad Bishop, the JWO editor; and one of five potential candidates suggested by Mr. Bishop and chosen by the Board.

The committee moved to approve Phil Fischer as the third member of the JWO Editorial Board. The motion was presented by a committee, so no second was required. The motion was adopted by consensus.

The Board took a five-minute recess at 2:19 pm.
The meeting reconvened at 2:26 pm.

OCA Issues:

In this confidential session, some issues were brought to the Board's attention. As requested in the meeting, information concerning this section will be handled by postal service to avoid email.

Besides the Board members, the following people were in attendance during this discussion: Marsh Nicholas, Caryl Wilson, Ashley Jones, Margaret Yancey, John Muchmore and Dave Vollbracht.

R. E. Olds Transportation Museum:

Ashley Jones of the R.E. Olds Transportation Museum Board informed the OCA Board about the new director, Bill Adcock. Mr. Jones updated the Board about events happening at R.E. Olds Transportation Museum, as well as some of the concerns. Concerns included the Museum being in a flood plain and limited space so several items can't be displayed. Some of the positive changes include a change in management, changed attitude of workers at the Museum, capital raising efforts (car show, calendar, and raffle), and the Museum's involvement in Homecoming. New ideas proposed by the new director include renting the Museum for weddings and other social events. Several cars have been donated. The newest donation is R.E. Olds's personal 1903 Curved Dash Olds that is being donated by the University of Michigan. Mr. Wilson restated that the Board had donated \$2000 to the R.E. Olds Museum last year (to fulfill Board commitments) and \$500 this year.

Recognition of departing member:

Mr. Wilson presented parting gifts to Mr. Yancey in recognition of his years of service as OCA president and Board member.

The Board took a recess at 3:30pm.
The meeting reconvened at 3:41 pm.

Website Committee Report:

Mr. Sup showed a sample of how the new website would appear; upcoming events, show information including a map. There was a discussion about the database being included on the website. Mr. Sup explained that the database would be protected behind a 128 bit encryption which is what banks use. Also it would be behind two layers of security which require passwords to access. This would be like an electronic vault. Only the people who should have access to the database would have the passwords. This would be more secure than sending the membership data base by CD or by email.

Mr. Crowdis expressed the concern of one member who didn't want his name on the website. Mr. Sup stated that to allay that member's concern, the member could opt to have just his OCA number appear in the database. Mr. Wilson asked Zone Directors to let him and Mr. Sup know the names of the people who did not want their names listed on the online database.

Mr. Sup moved that the membership database be included on website with 128 bit encryption and secure layers. The motion seconded by Mr. Martinson. Motion passed.

(Karl Sup left the meeting. His proxy is held by David Consoli.)

2014 National Meet - Cincinnati, Ohio Update:

The update of the 2014 National Meet was given by John Muchmore of the Greater Cincinnati/Northern Kentucky Chapter. Board concerns included security, location of other hotels, parking locations, and the safety issue of the perimeter road.

2013 National Meet - Springfield, Illinois

The update of the 2013 National Meet presentation was made by Rich Barnas and Gene Bossaller of the Illinois Valley and Archway Olds Clubs. They are still looking for trailer parking. The security will be provided by local off-duty police. They are planning for 500 show cars and 200 – 300 swap meet spaces including 30,000 square feet air conditioned space inside. Many restaurants are within walking distance. Mr. Konsmo stated that he will give the head judge the judging information for the 2013 National Meet.

Appointments by the President:

Mr. Wilson recommended the following appointments for a two-year term:

Chief Judge: Ed Konsmo

Swap Meet Committee Chair: Everett Horton

Legal Advisor: Brian McCallister

Mr. Consoli moved to ratify all three of the appointments for a two-year term. Mr. Hughes seconded the motion. The motion passed. The offer of an appointment was

extended to all three people. Since they were attending the Board meeting, all three accepted the appointments.

Committee Appointments

There has been some confusion of who is on committees. Mr. Wilson will get an inventory list of members of all committees and publish the inventory. He will be contacting all committee chairs in the near future, and Mr. Wilson will inform the Board. Mr. Wilson requested that after the inventory is published, if anyone knows of a committee that is not on the list to let him know.

Contracts:

Mr. Olson moved that the Merchandise Manager contract with Acme Apparel be extended from September 1, 2012 to December 31, 2013. (So contracts are on a calendar year rotation.) Mr. Martinson seconded the motion. The motion passed.

Contractor Reviews

The Contractor Review Committee had submitted motions for the contracts of the Membership Manager, Communication Coordinator, and *JWO* Editor positions.

Rationale for contracts being on a calendar basis is to allow the Board to be proactive, give security to the contractors, and have time for transitions if needed as well as standardizing the contracts. The Secretary apologized for not including copies of current contracts in the Board's information packet for the Board to study.

Mr. Wilson suggested considering each contract separately. Contract motions are from a committee so no second is required.

Mr. Crowdis moved to amend the Committee's motions by deleting the direct deposit item from all three contracts. Mr. Consoli seconded the amendment. The amendment passed with three no votes.

During the discussion, there was concern about the wording of E2. Mr. Crowdis noted that item E1 and item E2 seem to be stating the same idea. Mr. Wilson suggested that item E2 could be deleted with the understanding that the Board, specifically the President and the Treasurer, would work with the contractors to encourage discussions about improvements and cost saving measures. This understanding will be communicated to the contractors. Mr. Crowdis moved to amend the Committee's motions by deleting item E2 for all three contracts. Mr. Consoli seconded the motion. The motion passed.

Mr. Hughes moved to accept the Membership Manager's contract as amended. Mr. Horton seconded the motion. The motion passed.

Mr. Consoli moved to accept the Communications Coordinator's contract as amended. Mr. Martinson seconded the motion. The motion passed - one Board member abstained.

Mr. Crowdis moved to amend the Alternative Editor Contract by deleting item number 2 (advertising revenue responsibility) and deleting item number 5 (Editor's Committee). Mr. Consoli seconded. The amendment passed.

Mr. Crowdis moved to accept the amended Alternative Editor Contract. Mr. Consoli seconded the motion. A roll call vote was called. The vote was 16 in favor and 4 opposed. The motion passed.

Mr. Consoli moved to adjourn. Mr. Hughes seconded the motion. The meeting was adjourned at 6:51pm.

The record notes that not all agenda items were addressed during the meeting.

Respectfully submitted,
Dalene DeLong
OCA Secretary