

2013 Board of Directors Annual Meeting
Oldsmobile Club of America
Springfield, Illinois
July 25, 2013

Minutes are written in chronological order, not agenda order. Agenda items were taken out of order to respect presenters' time. The record notes that some people were audio recording the proceedings.

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. Mr. Wilson stated the Board would like to keep to the time schedule as presented on the agenda. If there is something that requires a long discussion, it should go to a committee. There will be a presentation at 10:00 a.m. from representative from the R.E. Olds Museum, and the update of the 2014 National Meet in Cincinnati, Ohio will be at 3:30 p.m.

Proxies were read and attendance taken. It was determined that there was a quorum. It was noted that several Board members had resigned during the year.

Attendance:

President	Jerry Wilson	Present	
Vice President	unfilled		
Secretary	Dalene DeLong	Present	
Treasurer	Gene Crowdis	Present	
Zone Director, Atlantic NE	unfilled		
Zone Director, Atlantic NE	unfilled		
Zone Director, Atlantic SE	Pat Higgins	Present	
Zone Director, Atlantic SE	Ken Williams	Absent	Proxy-Pat Higgins
Zone Director, Eastern Great Lakes	Galen Kolesar	Absent	Proxy-Gene Crowdis
Zone Director, Eastern Great Lakes	Ken Nicholas	Present	
Zone Director, Western Great Lakes	unfilled		
Zone Director, Western Great Lakes	Warren Hughes	Present	
Zone Director, South Central	Rick Winn	Absent	Proxy-Ed Konsmo
Zone Director, South Central	Stewart Stephenson	Absent	Proxy-Gene Crowdis
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-Karl Sup
Chief Judge	Ed Konsmo	Present	
Swap Meet Chair	Everett Horton	Present	**
Legal Advisor	Brian McCallister	Present	

Mr. McCallister was providing legal advice for the Board. ** Mr. Horton delayed due to Swap Meet business.

July 2012 Board of Directors Meeting Minutes:

The minutes of the July 2012 Board of Directors Meeting had been previously distributed to all Board members. Mr. Nicholas moved to approve the minutes as written. Mr. Martinson seconded the motion. The minutes were approved as written with three Board members abstaining (Mr. Crowdis, Mr. Kolesar [by proxy], Mr. Stephenson [by proxy]).

July 2012 Membership meeting minutes:

The minutes of the July 2012 General Membership meeting had been previously distributed to all Board members. Mr. Nicholas moved to approve the minutes as written. Mr. Hughes seconded the motion. The 2012 General Membership Meeting minutes were approved with three Board members abstaining (Mr. Crowdis, Mr. Kolesar [by proxy], Mr. Stephenson [by proxy]).

July 2012 – June 2013 Email Business minutes:

The minutes of the July 2012 – June 2013 Email Business had been previously distributed to all Board members. Mr. Nicholas moved to approve the minutes as written. Mr. Sup seconded the motion.

During the discussion, Mr. Crowdis pointed out that the President had put email business on the website, but not all, specifically information about the lawsuit with Iowa Oldsmobile Club. The President stated that was an omission, and he would make sure that information was posted. It was decided by general consensus that all Board actions should be posted on the website.

The July 2012- June 2013 Email Business minutes were approved with three Board members abstaining (Mr. Crowdis, Mr. Kolesar [by proxy], Mr. Stephenson [by proxy]).

Board Appointments

President Wilson noted that during the year several Board members had resigned for various reasons. He introduced the people who would be filling the vacant Board positions.

Karl Sup	Vice President	formerly Steve Mestad
Jon Manji	Pacific Southwest Zone Director	formerly Karl Sup
Mike Siedlik	Western Great Lakes Zone Director	formerly Terry Olson
Everett Horton	Atlantic Northeast Zone Director	formerly David Consoli
Al Bouney	Atlantic Northeast Zone Director	formerly Bonnie Fochi

At this time, the position of Swap Meet Chair is vacant. The appointment to that position will be considered at a later date depending on the actions of this meeting.

Mr. Hughes moved to ratify these appointments with Mr. Nicholas seconding the motion.

(8:16 am Everett Horton arrived)

Mr. Crowdis brought to the Board’s attention that payments had been made through an account other than OCA. The account is in Karl Sup’s name and the funds had not been transferred to an OCA account. Mr. Sup asked why the Treasurer had not cc (copied) him on the email so he could clear this up. Mr. Sup explained that this was a problem left over from the change in websites and with PayPal. (Mr. Sup transferred the money electronically to the OCA account during the Board meeting.)

(8:22 am Rick Winn arrived)

Ratification of appointments approved.

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.

(8:30 Mr. Koonsmo left)

President's Report:

Summary: In March 2013, the Board completed a vote regarding the removal of the Treasurer from that elected position. A detailed report on the discussion and the outcome of the vote is available on the OCA Website and can be printed upon request.

Four members of the Board resigned during the year.

As the implementation date neared for the new website, the former Webmaster refused to release the website domain for the OCA Website. As a result, a substantial amount of additional work was required. That additional work required working with General Motors to obtain control of the website domain www.oldsclub.org.

Completion of the contract for the JWO Editor encountered several problems including the insistence by a few Board members that contracts must be 24 months in length which was different than what was approved by the Board on July 5, 2012. The contracts for the Communications Coordinator and the Membership Manager were completed.

The 2012 National Meet was the first indoor event hosted by an OCA Chapter. Many OCA members expressed their interest in planning another indoor event in the future.

Following the meet, the Oldsmobile Club of Iowa submitted a request for reimbursement of expenses associated with the Swap Meet. While the request was approved by the Swap Meet Chair, the Treasurer and Chief Judge challenged the request and insisted that the request be submitted for Board approval. While a majority of the members of the Board supported reimbursement, the required two-thirds approval was not forthcoming, so the reimbursement was rejected. The Oldsmobile Club of Iowa then retained the services of an attorney and then submitted the request for reimbursement through the Iowa court system. When faced with the possibility of incurring substantial court costs, the Board of Directors approved payment of the full amount requested by the Oldsmobile Club of Iowa and approved by the Swap Meet Chair.

The Oldsmobile Club of Iowa has ignored repeated requests for an accounting for the 2012 National Meet and has not yet submitted the report that is required by the contract between the Oldsmobile Club of America and the Oldsmobile Club of Iowa.

The financial internal control issues that have existed for several years continue. There has been no segregation of duties and the financial information is currently available to only one person – the OCA Treasurer. Recommendations for an audit, while approved by a majority of Board

members did not achieve the two-thirds approval required by the OCA Bylaws. As a result, the OCA financial books have not been audited.

On June 5, 2013, the Treasurer removed the assets from the certificate of deposit that matured on May 28, 2013 and deposited those funds (almost \$250,000.00) in the OCA Business Savings account at ViewPoint Bank.

The President included several suggestions that would have a positive impact on Oldsmobile Club of America. Suggestions included encouraging members to drive their Oldsmobiles to meets by establishing “driven” classes, expand Unrestored Class 18 to include specific portions of cars, some form of recognition for owners in the unrestored class to continue to bring their cars to meets, a “members only” section that provides members access to other members, and encourage wider participation of OCA members with the Board of Directors.

Chapter Compliance

The chapter compliance effort was completed by the OCA Vice President. Based on his experience with submitted compliance information and numerous discussions with membership managers, some procedural changes were made. For the most part, the changes have been well received by chapter membership managers. However, the compliance process continues to be a time-consuming process for the OCA and for the chapters.

During the meeting, President Wilson answered an inquiry about who had been doing the Chapter Compliance by stating that he had assumed those duties until a Vice President could be appointed. Mr. Wilson stated that three chapters’ charters have been revoked because the chapters did not meet compliance requirements. Zone Directors had been notified. The chapters are:

- Central Pennsylvania Oldsmobile Club
- Indiana Oldsmobile Chapter
- Mid-Atlantic Oldsmobile Club.

Treasurer’s Report:

Mr. Crowdis acknowledged that the financial information was late because of the lateness in the voting to allow Mr. Dearing to do a compilation. Mr. Crowdis provided the information to the new Board members. It was noted that some of the other Board members had only recently received the information.

Summary of the Treasurer’s report: During the 2012 calendar year, the Treasurer made payment on authorized requests within a two-week period. Requests had to be authorized, not exceed the approved budget amounts, and have appropriate documentation. The Treasurer noted that he had received in February some invoices dated December and the total was greater than the approved budget. The Treasurer summarized the actions concerning the CD in the Bank of Texas.

The Treasurer’s report included a spreadsheet with accounts that had a greater than 10% variation between 2011 and 2012. The report also included the “Exempt Organization” tax

returns for the year ending December 2012, cash basis financial statements dated December 31, 2012, and copy of the general ledger as of December 31, 2012.

The statement of assets, liabilities & member's equity dated December 31, 2012 includes:

Assets

Current Assets	
Checking/Savings	
U.S. Bank Checking	228.00
ViewPoint Money Market Svgs	32,137.78
ViewPoint Checking Account	<u>18,644.44</u>
Total Checking/Svgs	51,010.22
Other Current Assets	
Certificates of Deposit	249,225.83
OCA National Meet Advance	<u>5,000.00</u>
Total Other Current Assets	254,225.83
 Total Current Assets	 305,236.05

Liabilities & Equity

Equity	
Member's Equity	314,754.64
Net Income	<u>(9,518.59)</u>
Total Equity	305,236.05

Statement of Cash Revenues & Expenses

Total Income	187,876.95
Cost of Goods Sold	<u>136,737.13</u>
Gross Profit	51,139.82
Total Expense	<u>62,473.89</u>
Net Ordinary Income	(11,334.07)
Total Other Income	<u>1,815.48</u>
Net Income	(9,518.59)

The Treasurer's report also included the proposed budget for 6/1/2013 through 5/31/2014. The budget also included the budgeted amounts and actual amounts for the previous two years.

Mr. Higgins made an observation that spending \$2500 for two people to visit the National Meet site seemed high. After an explanation of the expenses by Mr. Wilson and Mr. Horton, Mr. Higgins suggested that the expense be kept to a minimum.

Note: The Treasurer's report stated that the cost for the National Site Visits 6/01/2012-5/31/2013 was \$2,029.29. The reason the expense was so high was that it included expenses for two meets.

Entries from ViewPoint Bank account:

8Jun12	Ed Konsmo – Des Moines	\$ 578.73
21Nov12	Ed Konsmo – Springfield	\$ 877.36
21Nov12	Everett Horton – Springfield	<u>\$ 573.20</u>
Total		\$2029.29

Mr. McCallister asked several questions about the compilations: membership dropping off and advertising dropping off. Mr. Crowdis explained that several people were not renewing and in the case of the death of members, membership money had been refunded to estates, and there were fewer new members.

(8:42 Mr. Kongsmo returned)

Mr. Crowdis requested that the Board vote to accept the Treasurer's report. Mr. Higgins moved to accept the Treasurer's report and Mr. Martinson seconded it. The report was accepted.

Chief Judge's report:

Summary: The chair of the Racing Committee, Joe Donnelly, presented several ideas concerning the Street Stock classes. Mr. Kongsmo added that Mr. Donnelly and he had been collaborating on the rules for modification of the street stock and modified classes. Mr. Kongsmo told the Board that he was going to present the proposed changes to the Judging Committee for their consideration.

Swap Meet Chair report:

Summary: The Swap Meet of 2012 was different because there were indoor and outdoor spaces. There was also a Woman's Boutique inside. The vendors for the Woman's Boutique stated that they did well. It was recommended that an indoor swap meet area be offered at future meets, if possible.

35 Indoor spaces sold @ \$60.00 each =	\$2100.00
44 Outdoor spaces sold @ \$40.00 each =	<u>\$1760.00</u>
Total income	\$3860.00
Swap meet expenses for Everett Horton	\$245.43
Swap meet expenses for OCI	<u>\$1340.03</u>
Total expense	\$1585.46

For the 2012 Swap Meet, there were two registered vendors that did not show. There was also one vendor that cancelled and got a refund because he had to have knee surgery.

Contractors Reports

Communication Coordinator's report:

Summary: The Communication Coordinator picked up mail from the Post Office once a week. She handles approximately 50-70 pieces of mail per week, 25-30 telephone calls per week, and 10-20 faxes per month.

Inventory:

- 4800 small business envelopes
- 125 sheets of stationary
- 700 catalog envelopes
- 3/4 case of new applications
- 62 of the 2008 Membership Roster CDs
- no bubble CD envelopes

Membership Manager's report:

Summary: Membership continues to decrease. Renewal reminder postcards are sent out approximately six weeks prior to the membership expiration. Welcome letters and decals are still being sent out with each new membership.

Membership Report – with history

Report	Beginning	New	Lapse	End
2009	6399	698	762	6335
2010	6335	770	1174	5931
2011	5931	667	693	5905
2012	5905	557	731	5731
2013	5731	530	832	5429

Membership Renewal Methods

Report	New Members	Online with PayPal	Online with Check	Decals Remaining
2009	698	413	50	2366
2010	770	408	45	1580
2011	667	457	97	798
2012	557	388	47	195
2013	530	475	37	237

There was a discussion about the decline in membership. The Communication Coordinator mentioned that she had received several calls from people who hadn't gotten their JWO and did not realize that their membership had lapsed. Several people mentioned that the renewal reminder postcards get lost in the mail easily.

Possible ways to prevent lapse in memberships were discussed including changing font size of membership date on JWO or highlighting the date on JWO. Mr. Nicholas suggested that for lapsed memberships a regular sized envelope with a letter from the president and a return envelope be sent. Karl Sup suggested email reminders once the data base is within the website. Mr. Sup estimated the cost at approximately \$500. Mr. Crowdis noted that a large number of renewal reminder postcards had just been printed.

Mr. McCallister moved that the OCA change from the post card method to the business envelope method for membership reminders. (It was suggested that the reminder post card could be sent inside the envelope.) The motion was seconded by Mr. Nicholas. The motion was approved.

Follow up: Sharlene Pearson, Membership Manager; Marsha Nicholas, Communications Coordinator; and Jerry Wilson, President; agreed to look at the recommendation about a survey concerning lapsed membership. This could even be a postcard format.

JWO Editor's report:

Summary: Only small "graphic" changes were made in the past year. Printed quantities have remained the same – 6,500 copies. With fewer members, there is a recommendation to print fewer copies.

There has been a significant drop in advertising both with companies and in the "Oldsifieds" section.

Standing Committee Reports:

Insurance/Events Coordinator: At this time there is no coordinator because of a Board member's resignation. Mr. Wilson stated that the insurance rates will be the same as last year.

There was concern that Heacock has not been advertising in the JWO as they had verbally stated. Mr. McCallister stated that there was nothing in the contract that specified advertising. President Wilson will follow up about Heacock advertising in the JWO.

It was mentioned that OCA members are getting the promised insurance discount. It was also noted the Heacock did not have a representative at the National Meet, but other insurance companies did.

Mr. Crowdis asked that since there is not an insurance/event coordinator, to whom should a chapter send an application for event insurance. Mr. Wilson stated that he has been assuming the responsibility and making sure that events are listed.

Mr. McCallister moved to retain Heacock as the insurance carrier. Mr. Siedlik seconded the motion. The motion was approved.

Road Show report:

Summary: For the fiscal year, July 1, 2012 – June 30, 2013, there were 12 Road Show events with no new members reported. The Homecoming Show in Lansing reported new memberships.

President Wilson stated that while it looks like the Road Show program doesn't make money, the OCA memberships registered at Homecoming made up for the lack of enrollments at other Road Shows. The President stated that Larry Sybert has been diligent in making sure that documentation has been submitted. The Treasurer cited a club that sent in bills for past years' Road Shows. The Treasurer commented that the JWO costs about \$24 per member per year, so the OCA has about \$3 to operate. That is a narrow margin.

Bylaws Committee report:

Summary: The motion to change Bylaw 4.11 (term of office from 4 years to 2 years) failed.

Memorial Committee report:

Summary: No action was taken during the year by the committee; and the chair, Mr. Crowdis, tendered his resignation from the committee.

The committee had determined that the initial cost of the plaque would be large. It was estimated that the plaque would cost \$700 or more. Since the memorial was supposed to be

concerning former Board members who had died, it was thought that the money could be used more effectively to enhance other programs.

Mr. Crowdis moved to disband the Memorial Committee. Mr. Hughes seconded the motion. The motion was approved.

Model Year Advisor report:

Summary: Program is running smoothly

Some concerns were discussed. One concern was that Mike Klecz may not be monitoring the program as well as he should because he may have lost interest in Oldsmobiles. Another problem was that there have been comments that model advisors have not always responded to inquiries.

Rick Winn was appointed to contact Mike Klecz to see if he has a list of requirements for people who want to be Model Year Advisors.

Long-Term Member Committee report:

Summary: By the 2013 OCA National Meet, 237 Thirty-Year Jackets (20 of which will have been awarded since April 2013) have been presented.

Approved Budget 6/1/2012 through 5/31/2013 \$5,800.00

Total Expenses \$5,175.10

Income from Pin Sales 48.00

Balance of unused funds \$672.90

Proposed 2013-2014 Budget

30 Thirty-year jackets \$3,125.00

Award pins (5,10,15,20 year) \$5,593.00

Develop/produce 40 & 45 year award \$2,950.00

Total requested \$11,668.00

The committee will be contacting International Sales Company, Inc. to submit a quote to make 5, 10, 15, and 20 year award pins. The committee would like to place an order for these pins. The committee will also be requesting design proposals for 40 and 45 year award patches. The committee would like a link to the OCA national database to help with verification because as more members participate in the program, the process is becoming more labor intensive. This link is needed in the last quarter of 2013 for reports in 2014 to have up-to-date member information.

President Wilson reminded the Board that last year the Board directed the Long Term Member Committee to contact at least three companies about bids for 30-year Jacket. The jackets were to be of similar quality. Three companies had been contacted to make bids:

St. Louis Embroidery	bid was \$140-150 per jacket
Acme Apparel	bid was \$120-125 per jacket
Threads LLC	bid was lower (see notes below)

While the bid from Threads LLC was less, the total cost including additional shipping and other suppliers would result in a total cost similar to that of the current provider. Given the facts that there would be little saving, Committee members do not want to change the product or embroidery, and the quality of service is unknown, the recommendation of the Committee to retain Ralph Gaines as the provider of 30-Year membership jackets. The cost of the jackets is to remain at \$95 each plus shipping.

Several Board members liked a sample patch which Mr. Wilson had had made for consideration during the bidding. Several Board members stated that they thought a 6 inch and 12 inch patch had been available at one time. Some Board members liked the idea of having a patch to put on other apparel. It was suggested that Mr. Wilson talk to Acme Apparel about patches for purchase.

It was also suggested that President Wilson mention in his monthly article that special jackets are available for spouses of 30-Year members.

Mr. McCallister moved that Mr. Wilson be reimbursed for the cost of the sample patch. The motion was seconded by Mr. Martinson. The motion was approved.

Mr. Crowdis noted that an application is required before a member is considered for 30-year member jacket. He stated that there is a need to make members more aware of the award and the process. Once an application is received, the committee tries to verify years of membership, but sometimes the members have to provide documentation. The issue of John Galehouse, Long Term Member Chair, needing to be included in access to database was discussed. Mr. Wilson and Mr. Sup will work on this.

It was suggested that the application be published more often in JWO.

Mr. Hughes moved to accept Ralph Gaines as supplier of the Thirty-Year jackets. The motion was seconded by Mr. Winn. The motion passed unanimously.

(Mr. Hughes left 10:03. Mr. Sup has his proxy.)

Racing Committee report:

Mr. Donnelly provided a summary and update of the Racing Committee. For the race in 2012, the only expense to OCA was the award plaques costing \$300. For the 2013 race, there was no cost to OCA. A sponsor, Sports Facilities Group, paid for the award plaques. Another sponsor, J&S Machine, arranged the drag strip with a modest cost of \$25 entry fee for the racers. J&S Machine also has a trophy for the race winner.

The Committee is concerned that in 2014 the traditional Dick Miller race at Norwalk, Ohio is expected to again be on the weekend of the OCA Nationals. Since Norwalk will not be very far away (around 200 miles), it has the potential to pull race cars and others away from the judging and show days of Friday and Saturday.

The Committee proposed a motion to offer some cash prizes, half on a random drawing basis and half to winners. The awards will go to those OCA members who attend the race, race there, and continue showing their cars on Saturday, and attend the awards ceremony Saturday night. The

committee recommended three prizes of \$150 to winners in Pro, Super Pro, and Show Stock, and \$75 to the runners-up. The committee also proposed eight \$75 prizes to be awarded on a random-drawing basis to the racers, as outlined above.

Mr. Martinson amended the motion that after all the expenses are paid, the number of random awards be changed to use the entire budgeted amount of \$2000. Mr. Siedlik seconded the motion. Mr. Nicholas amended the amendment with a second by Mr. Bouney that the motion apply to only the race in 2014. The amendment to the amendment passed. A roll call vote was requested for the amended amendment.

Voting grid: amendment to use the entire budgeted amount, after expenses, of \$2000 for random awards for race cars in 2014

Name	In favor	Opposed	abstain
Alan Bouney	X		
Jamie Cox			proxy
Gene Crowdis		X	
Dalene DeLong	X		
Pat Higgins		X	
Everett Horton	X		
Warren Hughes	proxy		
Galen Kolesar		proxy	
Ed Konsmo	X		
Erik Martinson, Jr	X		
Brian McCallister	X		
Jon Manji	X		
Ken Nicholas	X		
Mike Siedlik	X		
S. Stephenson		proxy	
Karl Sup	X		
Ken Williams		proxy	
Rick Winn	X		
Joe Varley	proxy		
Jerry Wilson			
Vote Totals	13	5	1

Mr. Crowdis stated a concern that having cash prizes for only race cars might seem discriminatory to the owners of show cars. He thought that there should be cash prizes for show cars also.

The main motion of offering some cash prizes for winners and runners-up as well as randomly drawn cash prizes only in 2014 passed.

Mr. Donnelly explained that the cost of the track rental for 2014 has not been determined. The possibilities include:

- The race will coincide with an already scheduled race (as in 2012 and 2013) – no cost
- The race may be exclusive and a sponsor might pay for the track rental – no cost
- The race may be exclusive and there may be no sponsor – cost likely less than \$2000

In the event that the cost must be paid by the OCA, a budget item should be considered.

(11:00 Hughes returned and revoked his proxy.)

Mr. Martinson moved that the Racing Committee have a track rental budget capped at \$2000 for track rental if needed in July 2014 that would be included in the 2014-2015 budget. Mr. Komsmo seconded the motion. The motion passed.

Mr. Crowdis mentioned that it would be good to have these as line items in the 2013-2014 budget even if no money would be spent during that time.

At 11:05 am, a 15 minute break was taken.

The meeting was reconvened at 11:20 am.

Old Business

Journey With Olds

Mr. Crowdis explained that there are extra JWO copies being printed each month. The company is contracted to print 6500 (about 1200 copies than there are members). The costs for printing the *JWO* in Texas does not include sales tax for organizations that are qualified under Internal Revenue Code section 501(c)(7). There was discussion about the number of copies needed for the Road Show and that the Membership Manager needed to fill any requests for missing magazines. It was also stated that the company would print whatever number was requested. Right now only the last three years of magazines are being stored at the printing company. Currently, United Graphics is storing only issues for 2012 and 2013. They had run out storage space and Mr. Wilson asked the printing company to recycle copies from 2011 and before.

Mr. Crowdis suggested negotiating the new contract which is due in September so only 6000 copies per month are printed.

There was a suggestion to have bids from a couple of other companies. Mr. Crowdis will follow up on the bids. Mr. Martinson moved to reduce number of JWO copies printed each month to 6000 copies. Mr. Siedlik provided the second. The motion was approved.

R. E. Olds Transportation Museum

Mr. Ashley Jones who is on the Board of Directors for the R.E.Olds Transportation Museum talked about the Museum. At this time, the Museum is prospering under the leadership of the new director, Bill Adcock.

The Museum has received contributions of memorabilia and cars. One of the interesting memorabilia is the license plate from the TV show, American Pickers. It is known that the license was issued to the REO Foundry. Another item of interest is one of the cars displayed is the Curved Dash owned by R. E. Olds. There is a new exhibit of the Curved Dash assembly line. This exhibit is dedicated to Jim Walkenshaw, a Museum Board member, who recently passed away.

The Museum still needs contributions. The Museum has a raffle of a 1985 Oldsmobile Cutlass 442 with 11,500 miles. There are a maximum of 2000 tickets being sold at a cost \$20 a ticket or three tickets for \$50. Other fundraising efforts have been the raffle and sale of memorabilia at the R. E. Olds Museum Capital Auto Show. Also during Homecoming 2013, the Museum's raffle got \$7000, and there was a special tour of the Museum.

Mr. Jones told members of the Board that the Museum has a new look and feel, and they should be sure to visit the Museum if they are visiting central Michigan.

New Business

Discussion of consequences of recent actions:

Mr. McCallister discussed the possible consequences of recent actions. He stated that the main issues are resolved because the CD has been put into a different account. He stressed that it is important to observe and follow the OCA By-laws.

Mr. McCallister states that the OCA Bylaws and policies require contracts to be signed by the president. He restated his legal research and findings that CDs are creatures of contract. Mr. Konsmo stated his research that a CD is a "product". Mr. McCallister referred to the Texas Supreme Court ruling that has determined that a CD is a contract, and our Bylaws require the president's signature.

An inquiry was made about why the signatories on the CD had been changed to members of the Financial Committee when under the previous presidency, the president's signature was on the CD. A precedent had been established and the Board should be following it.

New Board members asked for information about the current procedures.

Certificate of Deposit options:

Mr. Crowdis presented the Certificate of Deposit options from the Financial Committee. This information had not been included in the information packet from either the Secretary or the Treasurer. It was decided that Board members would read the information from the Financial Committee and the budget, and then the Board would discuss those items after lunch.

A lunch break was taken at 12:26 pm.

The meeting was resumed at 1:23 pm

[Al Bouney was not in attendance. (The secretary left a message on his cell phone.)]

(Mr. Winn did not return after lunch.)

2013/2014 Budget:

In considering the 2013-2014 budget, Mr. Crowdis suggested adding the race track line item in this budget even though the money will not be spent until July 2014, because it will be there and it will not have to be remembered and added next year.

(Al Bouney returned at 1:28)

Mr. Martinson asked if the money for the Board luncheon was part of the National Meet line item. Mr. Crowdis indicated that it was.

Mr. Crowdis moved to add a line item to the budget that in July 2014 there be cash awards for show cars which would equal the amount of money allocated for the random drawings of race cars. These would be only the non-race cars. These awards would pay out in July 2014. People must be present at the awards banquet to be eligible. Mr. Higgins provided the second to the motion. The motion was passed.

Mr. Sup suggested changing the line item title of “computer expense” to “website expense”.

Because there other items being presented later in the meeting might need to be added to the budget, the Board agreed to delay the vote on budget until all changes had been made.

Certificate of Deposit options:

In the OCA Financial Committee recommendation, it was noted that the Committee considered several options including on-line banking institutions, national banking institutions, smaller banks, and managed certificate of deposit funds. The Committee’s recommendation is that the OCA cash balance that was previously invested with Bank of Texas be divided into two separate certificates of deposit and invested in two separate certificates at the highest rate available at a national based banking facility for 12 months.

During discussion, Mr. Manji suggested laddering of the CDs, so maturity dates would allow the OCA to reinvest funds every 3 months or so to capitalize on rising interest rates.

Mr. Konsmo moved to table the motion because not all Board member had received the Committee’s written recommendation since it was distributed at the meeting and not included in the information packets. Mr. Crowdis seconded the motion. The Committee will report back to the Board with more options at the end of October. It was noted that OCA Bylaw 9.70 requires approval of three-fourths (3/4) vote for any investment decision. The motion passed.

Mr. McCallister requested the Committee rewrite the recommendation so that positive language was used. He specifically mentioned deleting the sentence about failure of putting a motion before the Board and the statement in bold print.

Mr. Crowdis agreed to review the report and rewrite it if necessary. The Legal Advisor, Mr. McCallister, stated that he wishes to review the report. Mr. Crowdis stated that he would consider rewriting the report, but it was not necessary for the Legal Advisor to review it. Mr. McCallister stated that if the rewritten report was not agreeable, he would write a rebuttal. Mr. McCallister stated that both reports would be published.

Website Committee Report and motion:

Summary: Using a PowerPoint presentation, Mr. Sup gave an overview about what is currently on the website, including Bylaws, history, chapters, officers, events, and judging information. The website has a modern, updated look and feel, yet provides a flexible architecture to all for easy future expansion. The website retains high visibility in search engines, and is an excellent marketing tool for OCA. There has been positive feedback from members.

He also reviewed the Website Committee's actions during the past year. There was some disruption of project plans which caused changes in priorities. The domain, "Oldsclub.org" was reclaimed from General Motors as well as securing other domains. Mr. Sup requested that anything about chapters or events be sent to himself or Mr. Wilson.

Mr. Sup stated that while Acme Apparel has the same format as the OCA website, the Committee wanted to keep only a link to merchandise and not put merchandise on website in case the Board decides to change the merchandise supplier. There are still some problems with the Oldsifieds.

The next year's work on the website would concern content not seen on the main page. Mr. Sup stated that the data base structure has been created and tested. One of the primary goals of this Phase II is the integration of the data base. There would be multiple levels of access to the database. There was a discussion about security and access of database.

Future possibilities of having the data base incorporated into the website behind a "vault" of security which is better than some banks:

- members being able to edit their own information
- updating of membership daily
- all the people who should have access will access to one database
- possibility of specific reports available for Zone Directors and Chief Judge

Also included in Phase II is a revision of online dues payments and online classified ads and access to past issues of JWO as well as technical and how-to articles. The Website Committee will be integrating PayPal into the website instead of a link system. This would be a secure and seamless method of payment.

Work will be done to ensure that the website is compatible across all browsers. There will also be training of OCA personnel on the new website features and security.

It was noted during the presentation that Mr. Wilson had paid for some expenses rather than let a contractor who was operating in good faith have a bill go unpaid. Mr. McCallister moved to reimburse Mr. Wilson for \$855.00 for obtaining the old domain and \$111.85 for web hosting expenses for a total of \$966.85 (with appropriate documentation submitted to the Treasurer). Mr. Martinson provided the second. The motion passed

The Website Committee outlined proposed actions and estimated costs.

The motion from the Website Committee states:

The Board of Directors approve a budget of \$12,000 for Phase II of the OCA Website Implementation Project. Phase II of the project includes the following capabilities with a 16% margin:

● <i>Integrated Online PayPal Payments</i>	<i>\$2,700</i>
● <i>Oldsifieds Advertisement Manager</i>	<i>\$2,250</i>
● <i>Security Enhancements</i>	<i>\$ 540</i>
● <i>Quality Assurance and Testing</i>	<i>\$ 360</i>
● <i>Training</i>	<i>\$ 180</i>
● <i>Members Only Section Completion</i>	<i>\$1,080</i>
● <i>Access to Past Issues of JWO</i>	<i>\$1,440</i>
● <i>Technical Database</i>	<i>\$1,800</i>
● <i>Supplemental "How to" Articles</i>	<i>No charge</i>
● <i>Additional Members' Cars Articles</i>	<i>No charge</i>

Because the motion was submitted on behalf of a committee, no second is required.

Mr. Konsmo moved to table the motion until September 1, 2013, because the information was presented at the meeting and not all Board members had had a chance to review it. Mr. Crowdis provided the second. The motion to table was passed.

The Board requested that the Website Committee write an article to be published in the *JWO* which would address the concerns of some members about their information within the website.

The Website Committee will also work with the Legal Advisor concerning the wording on the membership and renewal applications.

2014 National Meet:

The 2014 National Meet will be held in Cincinnati, Ohio, July 29 – August 3, 2014, at the Holiday Inn Hotel and Suites-Eastgate. Greg Minges and John Muchmore discussed the field layout, swap meet layout, as well as trailer parking. They stated that starting August 15, 2013, hotel reservations will be available. They suggested going through the hotel's phone lines, not the universal numbers. They mentioned that there one major change– the first night's stay will be charged when the room is booked.

National Meet contract modifications:

President Wilson relayed that some of the issues from other National Meets have been anticipated and changes have already been made. He cited the example that host chapters have been asked to estimate the costs of items that are the responsibility for the OCA.

Mr. McCallister, Legal Advisor, reviewed changes made to the Letter of Agreement for National Meets. Mr. Martinson moved to accept the changes made to the Letter of Agreement for National Meets. The second was made by Mr. Hughes. The motion passed.

(Mr. Bouney missed the vote)

Mr. McCallister, Legal Advisor, reviewed changes made to the Receipt of Money Agreement. Mr. Crowdis moved to accept the changes made to the Receipt of Money Agreement. Mr. Martinson seconded the motion. The motion passed.

(Mr. Bouney missed the vote)

The Board suggested leniency for Mr. Bouney because he was a new Board member

A break was taken at 4:40 pm.

During the break Mr. Bouney gave his proxy to Mrs. DeLong

The meeting resumed at 5:00 pm

2013/2014 Budget

Mr. Crowdis moved to approve the adjusted budget which includes adding the line items for race track rental of \$2000 and awards for show cars of \$2000 as well as changing the line item name “computer expense” to “website expense”. There is the understanding that future adjustments may be necessary. Mr. Martinson seconded the motion. The motion passed with one abstaining vote (Cox).

Amendments to Bylaws and Policy Manual:

The following motion to add a new OCA Bylaw was submitted by Dalene DeLong. The motion was seconded by Mr. McCallister.

By-law 9.71

Monies invested in a certificate of deposit or other financial tool or contract will have the following.

- 1) The monies will be in the name of “Oldsmobile Club of America”.**
- 2) The signatories will be the current treasurer, current president, and one other member of the Executive Council.**
- 3) Any transactions with the monies will require two signatures of the three people.**
- 4) The monies will be with a banking institution that recognizes the OCA’s By-Laws and Policy Manual.**

The motion passed.

By-law XIV

The following motion was submitted by Mrs. DeLong and seconded by Mr. Hughes and Mr. Cox.

Add to the Bylaws 14.10.1 All proposed amendments to the By-law and Policy Manual should be made and approved by 2/3 (two-thirds) of the full BOD at either the annual meeting or a special meeting. No By-law and/or Policy Manual amendments can be made through email business.

During the discussion period, it was noted that if this was placed as a bylaw, the voting percentage would be changed for policy manual amendments from a simple majority to 2/3.

Mr. Konsmo amended the motion to state: **Bylaw 14.50 No By-law or Policy Manual amendments can be made through email business.** Mr. Hughes seconded the motion. A roll call vote was requested. The motion passed.

Name	In favor	Opposed	Abstain
Alan Bouney	proxy		
Jamie Cox	proxy		
Gene Crowdis		X	
Dalene DeLong	X		
Pat Higgins	X		
Everett Horton	X		
Warren Hughes	X		
Galen Kolesar		proxy	
Ed Konsmo		X	
Erik Martinson, Jr	X		
Brian McCallister	X		
Jon Manji	X		
Ken Nicholas	X		
Mike Siedlik	X		
S. Stephenson		proxy	
Karl Sup	X		
Ken Williams	proxy		
Rick Winn		proxy	
Joe Varley	proxy		
Jerry Wilson			
Vote Totals	14	5	

Appointee voting changes:

The following motion was submitted by Mr. McCallister and seconded by Mrs. DeLong.

- 1) Delete from Bylaw 3.20, the words, “and appointed”
- 2) Delete from Bylaw 4.10, the words, “Chief Judge, Swap Meet Chairman, Legal Advisor”.
- 3) Delete from Bylaw 4.11 the words, “exclusive of the Chief Judge, Swap Meet Chairman, and Legal Advisor”.
- 4) Delete from Bylaw 4.12 the sentence, “Of the appointees, only the Chief Judge, Swap Meet Chairman, and Legal Advisor are voting members on the BOD.”
- 5) Delete from Bylaw 4.13 the words, “and appointed” and the sentence, “Appointed non-voting member of the BOD may be associate members, but must keep their dues current or be removed from their appointed position.”
- 6) Delete from Bylaw 4.20 the words, “or appointed”

Note: This motion does not change any responsibilities for the positions.

During discussion, Board members could understand why the Legal Advisor should not advise on something on which he/she is also voting. There was a difference of opinion about including the Swap Meet Chair and Chief Judge in the motion. It was stated that their opinions about National Meets are very important. It was stated that those positions had many responsibilities that took them away from the Board meetings.

Mr. Crowdis amended the motion to consider each position separately beginning with the Legal Advisor only. The amendment was seconded by Mr. Higgins. The amendment passed.

The amendment motion states:

1) Delete from Bylaw 4.10, the words, “Legal Advisor”.

Currently reads: The BOD consists of the EC, two elected Zone Directors from each Zone, Chief Judge, Swap Meet Chairman, Legal Advisor and Immediate Past President of OCA.

2) Delete from Bylaw 4.11 the words, “Legal Advisor”.

Currently reads: The BOD, exclusive of the Chief Judge, Swap Meet Chairman, and Legal Advisor shall be elected by mail ballot every four (4) years by a majority of the membership voting.

3) Delete from Bylaw 4.12 the words, “and Legal Advisor” in the second sentence.

Currently reads: Of the appointees, only the Chief Judge, Swap Meet Chairman, and Legal Advisor are voting members on the BOD.

Note: This motion does not change any responsibilities for the position.

The amended motion passed.

Mrs. DeLong moved to consider the same motion with the position of Chief Judge. Mr. Siedlik seconded the motion. A roll call vote was requested. The motion failed.

Name	In favor	Opposed	Abstain
Alan Bouney			proxy
Jamie Cox	proxy		
Gene Crowdis		X	
Dalene DeLong	X		
Pat Higgins		X	
Everett Horton		X	
Warren Hughes	X		
Galen Kolesar		proxy	
Ed Konsmo		X	
Erik Martinson, Jr		X	
Brian McCallister			X
Jon Manji		X	
Ken Nicholas	X		
Mike Siedlik	X		
S. Stephenson		proxy	
Karl Sup	X		
Ken Williams		proxy	
Rick Winn		proxy	
Joe Varley	proxy		
Jerry Wilson			
Vote Totals	7	10	2

Mrs. DeLong moved to consider the same motion with the position of Swap Meet Chair. Mr. Siedlik seconded the motion. Mr. Wilson asked if anyone's vote would be different from the vote submitted on the previous motion. No one answered. No roll call vote was requested. The motion failed.

Bylaw IV: Term limits of office:

The following motion was submitted by Mr. Williams and seconded by Mr. Crowdis.

Bylaw 4.11

The BOD, exclusive of the Chief Judge, Swap MEET Chairman, and Legal Advisor shall be elected by mail ballot every two (2) years by majority of the membership voting. Zone Directors must reside in the Zone they represent.

A roll call vote was requested. The motion failed.

Name	In favor	Opposed	Abstain
Alan Bouney			proxy
Jamie Cox		proxy	
Gene Crowdis	X		
Dalene DeLong		X	
Pat Higgins		X	
Everett Horton		X	
Warren Hughes		X	
Galen Kolesar	proxy		
Ed Konsmo		X	
Erik Martinson, Jr		X	
Brian McCallister		X	
Jon Manji	X		
Ken Nicholas		X	
Mike Siedlik		X	
S. Stephenson	proxy		
Karl Sup		X	
Ken Williams	proxy		
Rick Winn		X	
Joe Varley		proxy	
Jerry Wilson			
Vote Totals	5	13	1

Email business procedures:

The following motion was submitted by Mrs. DeLong and seconded by Mr. Cox.

- 1) Add to Policy Manual 4.30.1, all email motions and seconds should be addressed to the chair, just as done in the annual meeting. Motions will be considered under discussion when the chair restates the motion and opens discussion.
- 2) Add to Policy Manual 4.30.2, the chair will set a reasonable amount of time for discussion and a reasonable amount of time for votes to be submitted.
- 3) Add to Policy Manual 4.30.3, votes submitted after the voting deadline will not be counted.

- 4) **Add to Policy Manual 4.30.4, no email motions will be considered 50 days before the annual meeting.**

Mr. McCallister amended the motion to state that **all Board members be required to have email access beginning in July 2014.** The amendment passed with three no votes.

The amended main motion passed with three no votes.

By-law 4.15:

The following motion was submitted by Mrs. DeLong and seconded by Mr. Cox.

4.15 The Publication Manager, Membership Manager, Communications Coordinator, and all other contractors shall be paid by contract such compensation as the Executive Committee determines subject to ratification by the BOD of a contract of not more than two years in length. AEPM.

The motion passed.

Chapter compliance requirements:

The following motion was submitted by Mr. Hughes and seconded by Mr. Williams.

Resolved that chapter compliance requirements be suspended for two years. This change would require that Policy Manual Section VIII be revised for the period from August 1, 2013 to July 31, 2015 as follows:

Revise Policy Manual Section 8.10 to read:

The Vice President will request a copy of each Chapter Roster in September with a response date not later than January 1.

Delete Policy Manual Section 8.10.1

Mr. Nicholas amended the motion by deleting the two year provision. It was seconded by Mr. Martinson. The amendment passed.

The amended main motion passed

Election Ballot:

The Election Committee submitted the following motion for consideration. Since it was from a committee, no second was required.

Resolved that the ballot be revised to utilize the mailing label on the Journey With Olds cover. That ballot would be used to verify that the voting member and associate, if there is one, are in good standing with Oldsmobile Club of America and that only official ballots will be accepted.

The committee provided the following recommendations.

The Election Committee recommends the use of a ballot-type form that incorporates the mailing label on the *Journey With Olds* to be used to verify the voting member and associate, if there is

one, are in good standing with OCA. No copies, faxes, emails or scans will be accepted, only the official ballots from the JWO jacket. On the ballot there would be two rows, one for the member to check a box of choice and one for the associate to cast their vote. The page could be set up in such a way that one side would contain the mailing label and ballot and the other side would have my home address on it for the ballot to be mailed back to.

The ballot would then be folded into thirds showing an address on the outside. We request that all ballots be mailed to the home address of the Election Committee Chair. We anticipate a high percentage of members will submit ballots. We do not expect that the OCA post office mail box is large enough to hold the ballots and the regular OCA mail. Further, the limited size of the box may require a daily trip to Lansing to pick up the ballots. By mailing them directly to the home of the Chair of the Election Committee, it would save time and fuel money.

No ballots are opened until the day after the deadline, and then only in the presence of all Election Committee members, including one member of the OCA Board of Directors.

Our recommendation for the ballots is that model them using a similar format to that of the Buick Club of America.

The motion passed.

Other business:

Mr. Nicholas bought up the OCA's current contribution to the R.E.O. Olds Museum. The secretary read an email from Mr. Cox stating that the OCA needed to do more to support the Museum and suggesting increasing the contribution amount. Mr. Nicholas moved to increase the OCA's annual contribution to the R.E.O Olds Museum to \$1000. Mrs. DeLong on behalf of Mr. Cox seconded the motion. The motion passed.

2015 National Meet:

Mr. Wilson reviewed the committee's process of selection. The committee made the following motion. Since this motion was submitted by a committee, no second was required.

The Sheraton Milwaukee Brookfield Hotel in Brookfield, Wisconsin be selected as the site for the 2015 OCA National Meet on July 19 – 26, 2015 and that HelmsBriscoe be retained to assist with the activities required for implementation.

The Board desired to add the phrase: **"contingent upon approval by Chief Judge, Swap Meet and President after a site visit"**.

The motion passed.

Journey With Olds Issue:

Mr. Siedlik brought up a concern that an article written about Dennis Urban who had died had been submitted to JWO. He wanted to know why it had not been published. Mr. Crowdis stated that he will check with the JWO editor, Brad Bishop.

Request for Members to Communicate with Those Who Submitted Proxies

The secretary asked all the Board members who held a proxy for another Board member to convey what had happened in the meeting to that Board member. Based on conversations last year, the information had not been conveyed.

The meeting was adjourned at 7:08 pm.