

**MID-TERM BOARD MEETING
DALLAS, TEXAS
November 12,2005**

The meeting was called to order by President Pat Yancey at 9:03 am

BOD who attended the Mid-Term Board Meeting:

Pat Yancey	Debora Childs	Gene Crowdis
Maxine Kleedorfer	Ed Konsmo	Eric Martinson
Pat Higgins	Bob Casey	Pat Kennedy
Murph Walker	Jerry Wilson	Joann Wagaman
Joe Varley		

PROXIES:

Jerry Wilson	for	Warren Hughes
Pat Higgins	for	Ken Williams
Maxine Kleedorfer	for	Bonnie Fochi
Bob Casey	for	Ken Nicholas
Murphy Walker	for	Jim Hosey
Debra Childs	for	Steve Jerome
Gene Crowdis	for	Galen Kolesar
Murphy Walker	for	Brian McCallister

SECRETARIES REPORT: Maxine Kleedorfer

Gene Crowdis made a motion to accept minutes up to New Business, second by Eric Martinson with four corrections, passed unanimous.

NEW BUSINESS:

We should start our meetings on Wednesday so if there were extended meetings we could reconvene the next day. Gene Crowdis feels that we should give everyone a chance to be at the meeting and Jim Hosey is busy on Wednesday for the swap meet. Bob Casey said he detests proxies however Jim will be there so that if he was needed he could be asked. We'll be tabling the Wednesday meeting.

Gene Crowdis makes a motion to accept Bylaws as proposed with "as written by committee" changes, seconded by Jerry Wilson, passed unanimous.

Jerry Wilson said that he and Murphy Walker wrote eight letters for input on the Bylaws from the South Central Zone. Ed Konsmo asked, are we going to ignore or bring up for discussion all that has gone on before.

Gene Crowdis will concede any changes of punctuation and typographical errors.

Eric Martinson asked, can we have a running date on any printed copy, can we file under print dates with revised dates. Ed Konsmo suggested deleting 4.13. Bob Casey never saw these.

2.30 Sales of spirit items and publication advertising shall be for the benefit of the members of OCA as per AEPM.

Debbie Childs said change of **2.30** not needed to be changed in Policy Manual, Gene Crowdis said because we needed clarification "not for profit making issue". Discussion on **2.30** on the wording, in 1995 the Bylaws have been amended to clear up the Bylaws- we're always going to have sales.

Debbie Childs makes an amended motion to delete **2.30** and add AEPM to end of sentence and make as policy. Eric Martinson said if you change a policy manual you're opening up a can of worms. Motion passed unanimous.

3.11 Additions, deletions and alterations to the Policy Manual may be made by the BOD upon a proper motion, second, discussion, and majority vote of approval AEPM.

Ed Konsmo said what we are failing to do is reading the old **3.11** with the comparison of the proposed **3.11**.

Jerry Wilson said if we change a Bylaw it takes 2/3 vote, with the Policy Manual change it just needs a majority. Pat Yancey then said the Bylaws take president, the membership has to vote on the proposed Bylaw, if the membership approves the bylaw it amends the Policy Manual by the BOD.

Pat Yancey said that we need a more clear and concise meaning in the Bylaws. Ed Konsmo said we are going to go through and make the changes, but how will the membership vote? Through the JWO!

If a Policy Manual change requires a Bylaw change we process them at the same BOD meeting, if the majority agrees to the Bylaw change then the Policy Manual changes, however if the membership votes against the change, it would be like it never happened. Ed Konsmo then said I think we're splitting hairs; the committee must look at each proposed change and see if we are all in agreement.

3.11 Is the wording in the proposed change approved, yes we all agree with the wording change, we just need AEPM at the end of the sentence.

3.13 A current copy of the Bylaws and a current copy of the Policy Manual shall be kept by the Secretary and will be considered the "official copy" to resolve any disputes or questions. Approved by BOD.

3.20 The voting members of the OCA Board of Directors, elected and appointed, shall direct OCA activities. Approved by BOD.

4.11 The BOD exclusive of the Chief Judge, Swap Meet Chairman, and Legal Advisor shall be elected by mail ballot every four years by a majority of the membership voting. Zone Directors must reside in the Zone they represent. Approved with the addition of AEPM at the end of the sentence.

4.12 The Chief Judge, Parliamentarian, Swap Meet Chairman, and Legal Advisor shall be appointed by the President and ratified by the BOD for a two year term. Of the appointees, only the Chief Judge, Swap Meet Chairman, and Legal Advisor are voting members on the BOD. Approved by the BOD.

Debbie Childs spoke about **4.10**; we changed the BOD term limits from two to four years. The past President has a limit of two years, in a non-voting capacity. Eric Martinson then said that the past President should not have more clout than a sitting President.

What we are trying to do is to keep the numbering system coordinated from the Bylaws to the Policy Manual.

5 minute break @9:40 am Reconvene @9:50 am

4.13 All voting BOD officers, elected and appointed must pay for a full membership and keep their dues current or they will immediately be removed from the Board. Appointed non-voting members of the BOD may be associate members, but must keep their dues current or be removed from the appointed position, AEPM.

Ed Konsmo made a motion to adapt the bylaw as written, seconded by Bob Casey; vote was 13 for and 7 against, motion failed. Eric Martinson said to amend the motion to:

4.13 All voting BOD officers, elected and appointed must pay for a full or associate membership and keep their dues current or they will immediately be removed from the Board. Appointed non-voting members of the BOD may be associate members, but must keep their dues current or be removed from their appointed position, AEPM.

Vote was 17 for and 3 disagreements, motion approved.

4.14 Members of the BOD will serve without compensation; however, they may be reimbursed for expenses incurred on behalf of OCA. Approved by the BOD with AEPM added.

4.15 The Publication Manager, Membership Manager and Communications Coordinator shall be paid by contract such compensation as the Executive Committee determines subject to annual ratification by the BOD, AEPM. BOD votes to delete annual to 2 year contract, approved unanimous.

Policy Manual:

- 4.16.1 Editor duties shall be set forth in his contract. This is a paid position requiring a signed contract and Board approval. Approved by BOD.
 - 4.16.2 Communication Coordinator: Prepare written report per outline.
 - 4.16.3 Membership Manager: Approved by BOD.
 - 4.16.4 Advisor Coordinator: Approved by BOD.
 - 4.16.5 Insurance/Event Coordinator: Approved by BOD.
 - 4.16.6 Roadside Assistant: Approved by BOD.
 - 4.16.7 Road show Chairman: third line add changed to ad.
 - 4.16.8 The Chairman of the Road Show Committee shall create guidelines for the program and secure approval of these guidelines from the President. These guidelines shall be published in the official publication at least semi-annually and shall be reviewed and changed up approval of the BOD. Approved by BOD.
- 4.10 Legal Adviser shall be appointed. His duties shall include by not be limited to: Attend the annual OCA BOD meetings; provide legal advice to the OCA President and BOD as needed. In the event of legal action by or against the OCA the OCA Legal Adviser may represent OCA for a fee to be determined by the BOD and agreed to by the Legal Adviser, if his expertise dictates. If the appointed Legal Adviser is deemed to have a conflict of interest by a majority of the BOD or if the Legal Adviser is not licensed to represent the OCA in the jurisdiction of the action OCA shall use alternative legal counsel as approved by a majority of the BOD. Approved by BOD.

By Law:

4.72 Any BOD member or appointee who has been removed from office, for cause, under Paragraph 4.71 shall be ineligible to hold elected or appointed office as a member of the OCA BOD or as a board ratified appointee.

Debbie Childs made a motion to delete the entire bylaw 4.72, seconded by Pat Kennedy. Pat Yancey proposed a secret ballot, vote was 5 for, 13 against & 2 abstain, motion failed.

Policy Manual:

4.90 & 4.91 Contracts involving OCA Funds may only be made by the President with the approval of the BOD. Review of all contracts will be conducted by the BOD and any contract requires BOD approval either individually or as a line item in an approved budget. Any member of the BOD or appointee who intends to contract for OCA with any company or provider in which he has a beneficial interest must disclose such interest to the BOD prior to letting such contract. Committee Chairpersons may be authorized to sign specific contracts if the contract is part of an approved budget as a line item. Delete and with the approval of any member of the BOD, approved by the BOD.

Bylaw:

5.20 Nominations for any elected office may be made by any OCA member whose dues are current at the time of the nomination for any OCA member whose dues are also current, except for members excluded in Paragraph 4.72. The process for nomination, acceptance and election shall be, AEPM. Approved by BOD.

5.21 Ballots shall appear in the Official Publication (JWO) AEPM. Approved by BOD.

5.21.2 The OCA Election Chairperson shall open and count the ballots only after all ballots have been received, in the presence of one Member of the Board of Directors

And at least one member of OCA not on the BOD who is not a nominator for any position and or running for any position. This person must be approved by the full Executive Committee

Debbie Childs made a motion to choose an independent third party selected by the full executive committee shall receive for 90 days, motion passed unanimous.

5.30 Terms of Office for elected BOD members shall be approximately four (4) years from beginning of New Business at the summer BOD meeting following elections, AEPM. Approved by BOD.

Policy Manual:

5.30.1 Eric Martinson made a motion to change to "presented in writing and must be postmarked within 15 days", seconded by Jerry Wilson, passed unanimous.

5.50 Elections resulting in a tie vote for a Zone Director will require a run-off election for the two members with the tying vote count if there are not to Zone Directors nominees with higher vote counts elected. Approved by BOD.

5.50.1 Until the completion of the run-off election the sitting Zone Directors will continue as voting members of the BOD, however any other member(s) in the run-off elect if m shall be notified of all OCA matters regarding their position and may participate in BOD meetings as non-voting members. Approved by BOD.

5.51 Elections resulting in a tie vote for a position on the Executive Committee will require a run-off election between the nominees with the tying vote count if there is not another nominee with a higher total vote count. Approved by BOD.

5.52 Run-off elections shall be held as soon as the results of the tying votes are known and the Executive Committee can establish a ballot for the position(s) in the official publication. Rules for Zone Directors and Executive Committee members shall be per Bylaw 4.11. All other criteria for voting, counting, retaining records and notification shall be followed regarding the run-off election. Approved by BOD.

12:00 5 minute break, 12:05 working lunch

6.12 Associate Membership is available to one person living in the same household as the Member and who pays the annual Associate Member dues AEPM. An Associate Member will not receive the Official Publication.

Jerry Wilson made a motion to delete the proposed change and keep original wording, seconded by Debbie Childs, vote passed unanimous.

6.14 Once granted, Life Membership may be revoked by % approval of the full BOD if the Life Member has committed a crime or has indulged in a course of conduct that has affected the reputation of OCA or that in the opinion of the BOD acted with disregard the Bylaws and Policy Manual to the extent that the organization has been financially disadvantaged. Method of vote shall be, AEPM. Approved by BOD.

Policy Manual:

6.13 The method of vote for Life Membership or to revoke a Life Membership shall be decided by the BOD at the time of the vote except in the case of a mail in vote which may not be secret. It can, however be confidential, with the Official Ballots being assigned by random number and the key kept by the President and Secretary. Approved by BOD.

Bylaws:

6.21 The member will notified by mail and will have sixty days to respond to any charges. At the end of sixty days the BOD will vote. In a case where the member is the President of OCA, the Vice President will handle said issue. The method of vote will be, AEPM. Approved by BOD.

6.31 Membership balloting shall be limited to Bylaw changes and Elections of officers, AEPM. Approved by BOD.

Policy Manual:

7.10 June 1995 division of Zones is recognized.
Jerry Wilson made a motion to delete proposed change and retain wording in original, seconded by Gene Crowdis, approved unanimous.

Bylaws:

8.10 Members of all OCA Chapters must also be members of OCA with the compliance guidelines for local OCA Chapters, AEPM. Approve by BOD.

Policy Manual:

8.10.1 A Chapter may be considered "in compliance" with OCA Bylaws when 85% of its membership belong to OCA while striving to achieve 100% OCA membership. Approved by BOD.

8.30.1 The fee for applying for a Chapter Charter is \$25 US Funds. Approved by BOD.

Bylaws:

9.10 All dues and other payments to or from OCA must be in US funds. Approved by BOD.

Policy Manual:

9.30 An annual "financial compilation" will include a review of all monthly financial activities, reconciling accounts, comparison of balances, savings or investment documents, receipts and expenditures by an independent CPA who will provide a report stating the general financial position of the OCA. The review will be of electronic files, hard copy documents, bank balances, invoices, payment records, and other financial information recorded by the OCA Treasurer against specific accounts. Approved by BOD.

9.31 A full accounting audit of any specific year or years shall be made based on a request by any member of the BOD and approved by a majority of the BOD voting on the request. The full audit shall be done by an independent CPA. The full financial transaction history for the years shall be audited and the report sent to the members of the Executive Committee for distribution to the BOD. Cost of this full audit shall be approved by the BOD when approving the request for the full audit. Approved by BOD.

9.60 Exclusive of contracts, Club purchases less than \$199.99 require the President's approval. Club purchases over \$200 but less than \$499.99 require EC approval. Club purchases of goods or services including any contractual obligations in excess of \$500 require BOD approval and can be included as a line item in budgets approved by the BOD. Approved by BOD.

Bylaws:

9.70 OCA funds not actively utilized in the ON-GOING financial activities of the organization shall be invested per the recommendation of a Financial Committee with the approval of % of the full BOD. Approved by BOD.

Delete Bylaw 10.12

- 10.20** The Membership Manager shall maintain a Club Roster which shall be made available to members not less frequently than every five years, AEPM. Approved by BOD.

Policy Manual:

- 10.20** The official Club Roster Directory shall be made available to individual club members at a cost that is determined by the BOD at the time it is published. Serving BOD members will receive a complimentary copy. Approved by BOD.

- 10.30** Should now be 10.30.1

Bylaws & Policy Manual:

- 11.40** OCA shall contribute in the obligation of guaranteed funds to secure the appropriate facilities for the National Meet, AEPM.
- 11.40** Upon a request from the Host Chapter, prior to signing the facility contract, a National's Committee representative, either from the BOD or a Nationals Committee shall be appointed by the OCA President to represent OCA hi the negotiations for the site facility location. There shall be specific guide lines that protect the National Organization against any financial obligation other than those associated with the site guarantee requirements. There were 6 objections/14 approvals, Approved by BOD.

Bylaws:

- 12.20** All Meets that are advertised as "OCA National" must use current OCA Judging Rules, Forms and Classes as established in the "Official Judging Manual". Jerry Wilson made a motion to delete after Judging Manual and before official most recent edition, seconded by Bob Casey, passed unanimous.
- 13.10** With exception of the Standing Committees, the President may establish Committees and their duration as necessary. Responsibilities of appointed committees shall be as determined by the President and or AEPM. Jerry Wilson made a motion to strike "In Addition" to bylaw, seconded by Debbie Childs, passed unanimous.

Policy Manual:

- 13.10** An Election Chairperson shall be appointed by the President who will, unless otherwise provided for in the Bylaws and Policy Manual, receive the ballots, count

The ballots and report the decision(s) to the President. Committee Members will be assigned to assist the Chairperson as required to ensure accurate tabulation handling and confidentially. Approved the BOD.

13.13 Changed to 13.10.3

Standing committees shall be established in the Bylaws and Policy Manual and shall have their minimum responsibilities in the Bylaws and Policy Manual. Approved by BOD.

13.11 Changed to 13.10.1

13.12 Changed to 13.10.2

Bylaws:

15.10 Dissolution of the OCA must be done under the conditions of a Bylaws change requiring 2/3 approval of the BOD and a majority approval of the Membership voting on the motion. Approved by BOD.

15.20 In the event that the OCA is dissolved the physical assets shall be presented to non-profit associations as decided by the full BOD; the cash assets shall be returned to the active members prorated by the remaining time of each membership, AEPM.

Policy Manual:

3.50 All insurance policies shall be reviewed and renewed annually based on the anniversary date of the policy. Review of the insurance policy shall be by the Insurance Coordinator who will provide a recommendation to the BOD for approval. Approved by BOD.

3.50.1 All compliant chapters must request the insurance provided by OCA for any event that is associated with OCA to ensure that the event does not violate the coverage provided for OCA under the existing policy, even if they have their own insurance. Approved by BOD.

3.50.2 Individuals and Chapters must apply for OCA event insurance in order to advertise the event in JWO or on the OCA Website. Approved by BOD.

4.10 The Treasurer shall be responsible for receiving and accounting for all finances of the club. He shall issue financial reports to members as required but no less frequently than once a year. He shall provide for the annual financial compilation or audit, AEPM, by an independent CPA. He shall make payments only as authorized

by the President, Executive Committee and BOD in the amounts pre-authorized under the specific levels and conditions as designated in the Bylaws and Policy Manual. The Treasurer will maintain copies of all contracts requiring payment of OCA funds. The Treasurer shall Chair the Financial Committee. Approved by BOD.

The Secretary shall keep minutes of all meetings and along with the President be custodian of OCA records. Minutes of all BOD Meetings must be distributed to all BOD within 90 days after a recorded meeting. With the exception of special balloting procedures and the election of Officers the Secretary will receive all ballots for retention for one year after the official results of the ballot is announced. In the case of special balloting procedures and the election of Officers the Secretary will receive the original ballots after they have been counted and confirmed and shall retain the ballots for one year after the official results of the ballot is announced.

Jerry Wilson makes a motion to delete last sentence of Secretary's duties, seconded by Debbie Childs, approved unanimous.

Maxine Kleedorfer makes a motion to change from 60 to 90 days, seconded by Gene Crowdis, approved unanimous.

The duties of the Past-President shall be in an advisory capacity. He shall not be a voting member of the BOD. He may, when not precluded by the Bylaws, and at the appointment by the President, Chair either temporary or Standing Committees. Approved by BOD.

The Swap Meet Chairman shall be appointed. His duties shall include but not be limited to:

Coordinate with the National Meet liaison concerning the Swap Meet site, if necessary, travel to site for preliminary measurements and layout.

Prepare an advertisement, to be published in JWO, for swap spaces for each National Meet.

Register each Swap Applicant and provide a confirmation letter.

Prepare a written financial report of the Swap Meet for the BOD.

Provide a report, either oral, written or a combination for the BOD and each BOD Meeting.

Additional duties as determined by the BOD.

Maintain a permanent record of all payments received and forwarded to the Treasurer.

The Swap meet Chairman shall provide an annual proposed budget for approval by the BOD.

All expenses incurred by the Swap Meet Chairman with regard to expenses for setting up, overseeing, maintaining, clean-up, including the cost of getting the Swap

Meet supplies shall be paid out of OCA funds. Approved by BOD.

4.11 Delete

