

2012-2013 Board of Directors Email Business Summary

Oldsmobile Club of America

July 2012 through June 2013

Minutes are written in chronological order.

Oldsmobile Club of America Bylaws 4.30.1 and 4.30.2 allow the Board to conduct business via email between yearly Board meetings. Following is the report of business conducted by the OCA Board between the 2012 Board meeting and the 2013 Board meeting.

July 2012

In July 2012, the following motion was made by Treasurer Gene Crowdis and seconded by Zone Director David Consoli:

Approve the proposed budget for June 1, 2012, through May 31, 2013, to provide authority for payments to be made from the OCA funds as established in the budget and when properly invoiced or requested through the OCA Reimbursement Request Procedure, with accompanying receipts.

A supplemental motion was made by Secretary Dalene DeLong and seconded by Zone Director Jamie Cox:

Amend and accept the proposed budget with the following changes:

- 1. The total for the income column should be \$198,900 instead of \$199,700.**
- 2. Based on the previous years' expenses, change the amount for the National Meet site visit line to \$1500 instead of \$3000.**
- 3. A contract now in place with the GMO Chapter has been made, thus change the amount in the OCA Nationals Sponsorship line to \$15,000. (This will pay for all 3 of the National Meet contracts to which the Board has committed.)**
- 4. With these above changes, the total for the expense column should be \$230, 642.**

Note: Whether or not the above changes are made, the total for the expense column is incorrect as it reads now and should be corrected.

August 8, 2012: The vote on the subsidiary motion was 18 in favor; 0 opposed; 1 abstain. The subsidiary motion was passed.

August 10, 2012: The vote on the amended budget motion was 16 in favor; 2 opposed; and 1 not voting. The amended budget motion was passed.

Mr. McCallister was notified on July 17, 2012 by his zone director, Rick Winn, that his OCA dues had elapsed. He renewed them by July 25, 2012. On July 26, 2012, the following motion was submitted by Zone Director Ken Williams and seconded by Zone Director Jamie Cox:

Brian McCallister be reinstated and retained as OCA Legal Advisor.

The chair asked the Board to adopt this motion by consensus.

Four Board members stated support for the motion, but believed that the chair should strictly enforce all OCA Bylaws including compliance with OCA Bylaw 6.40 which states that the Board shall use Robert's Rules of Order. Those members objected to this motion being considered out of order. The reinstatement motion could not be completed by consensus, and so Mr. McCallister did not vote on the budget amendment motion, the budget motion, or the reinstatement motion.

August 2012

On August 12, 2012, the following motion was made by Zone Director Ken Williams and seconded by Zone Director Jamie Cox:

Resolved, that Brian McCallister be reinstated and retained as OCA Legal Advisor.

August 21, 2012: The vote on the motion to reinstate Brian McCallister as legal advisor was 18 in favor and 1 opposed. The motion passed

OCA Legal Advisor, Brian McCallister, was informed of his reinstatement on August 22, 2012. The OCA Legal Advisor's review of the Letter of Agreement for the Editor of Journey With Olds was completed on August 23, 2012 and a copy of that document was submitted to the Board for review and approval on August 23, 2012. The contract was approved.

September 2012

On September 3, 2012, the Board was informed that an agreement had been reached during a conference call with President Jerry Wilson, JWO Editor Brad Bishop and Zone Director David Consoli.

The Letter of Agreement was signed by the President on September 5, 2012 and was delivered to the JWO Editor on September 6, 2012. (See further information within October 2012 section.)

On September 5, 2012, the Board considered some of the unfinished business from the July 2012 Board meeting. The following motion had been submitted by Zone Director Jamie Cox and seconded by Chief Judge Ed Konsmo:

Whereas the OCA Club Membership dues in the Policy Manual structure have not been reviewed or revised since 1995, I move that the new dues should be the following:

6.10 Dues as of January 2013:

	1 Year	2 Years
1st Class	\$ 40.00	\$ 70.00
3rd Class	\$ 30.00	\$ 55.00
Overseas	\$ 60.00	\$110.00
Canada	\$ 42.00	\$ 75.00
Associate	\$ 5.00	\$ 10.00

All monies received shall be in US Currency. Membership shall be limited to no more than two consecutive years.

Note: Dues for one year are unchanged and there are no adjustments for members in the United States. The changes address dues for two years for overseas, Canada, and Associate members.

The vote on the motion to update membership dues was 20 in favor and 0 opposed. The motion passed.

On September 20, 2012, the following motion was presented by Zone Director Ken Williams and seconded by Zone Director Pat Higgins:

Amend Bylaw Section 4.11 to read: 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.

On September 21, 2012, Zone Director Ken Williams stated that he wished to withdraw his motion.

On September 22, 2012, the president provided the following information: "After a motion has been made by a member and stated by the chair, the motion belongs to the Board not the maker of the motion. Withdrawal is permitted as long as voting has not yet commenced. In this situation, the maker of the motion must request permission of the Board to withdraw the motion."

Accordingly, the chair recognized the note from Zone Director Ken Williams in its appropriate form:

I ask permission to withdraw the motion.

In this situation, the chair's responsibility was to treat the request as a unanimous-consent request. Thus, the chair's response was:

“Unless there is an objection prior to Tuesday, September 25 at 6:00 pm (Pacific Daylight Time), the motion will be withdrawn.”

There was an objection to the withdrawal of the motion. In response to that objection, the chair called for an immediate vote on the following incidental motion:

Resolved that the motion regarding amendment of OCA Bylaw 4.11 to change the term of service for OCA Directors be withdrawn.

September 26, 2012: The vote on the incidental motion to withdraw the motion to change the term of service for OCA Directors was 11 in favor and 9 opposed. The incidental motion failed.

October 5, 2012: The voting on the original motion to change the term of service for OCA Directors was 9 in favor and 11 opposed. The motion failed.

During the last part of September, the Board was given copies of the Letters of Agreements for Communications Coordinator and Membership Manager. The Board members were asked to approve the contracts before they were sent to the contractors. Both contracts were approved.

October 2012

On October 9, 2012, members of the Board were given a copy of the Letter of Agreement for the Merchandise Manager, Acme Apparel, for their review and approval. The contract was approved.

On October 17, 2012, the Board was notified by the president that the JWO editor, Brad Bishop, had not returned the signed copies of his contract, therefore the chair asked for either a formal motion or an unanimous consent for authority to sign the October paycheck for Mr. Bishop. The secretary received the signed contract on October 19, 2012, but without the declarations page from the insurance carrier as specified in the contract. The president sent the check because the signed contract had been received.

On October 30, 2012, the following motion was made by Zone Director Karl Sup and seconded by Zone Director Warren Hughes:

Approve an increased budget so that the Oldsmobile Club of America has sufficient funds in its FY2013 budget to reimburse \$1,340.03 to the Oldsmobile Club of Iowa for expenses incurred for the 2012 Oldsmobile Nationals Swap Meet.

The president suggested adopting the motion by unanimous consent unless there was an objection. An objection was made.

November 2012

On November 5, 2012, the following subsidiary motion was made by Chief Judge Ed Konsmo and seconded by Zone Director Erik Martinsen to

Approve an increased budget so that the Oldsmobile Club of America has sufficient funds in its FY2013 budget to reimburse \$761.78 to the Oldsmobile Club of Iowa for expenses incurred for the 2012 Oldsmobile Nationals Swap Meet.

Because the chair is a member of the Oldsmobile Club of Iowa, and given the nature of the present motion (i.e., to deny amounts that are subject to a contractual arrangement), the chair asked the Secretary to assume the chair for the duration of the deliberations on this subsidiary motion.

The vote on the subsidiary motion was 9 in favor; 5 opposed; 3 abstain; and 3 not voted. The motion failed. (The secretary tried to contact by phone the members who did not vote, but was unsuccessful. The secretary did not vote because she was temporary chair.)

Upon completion of the vote on the subsidiary motion (i.e., revise the budget recommendation from \$1,340.03 to \$761.78), the chair was returned to the president.

The vote on the original motion to increase the swap meet budget to \$1,340.03 was 10 in favor; 7 opposed; and 3 abstain. The motion failed.

December 2012

The Board was notified by Legal Advisor Brian McCallister that he had received notice from the lawyer representing the Oldsmobile Club of Iowa that a lawsuit had been filed in the Iowa courts.

On December 31, 2012, the following motion was made by Zone Director David Consoli and seconded by Zone Director Ken Nicholas:

The Board of Directors remove Gene Crowdis as OCA Treasurer in accordance with Oldsmobile Club of America Bylaw 4.71.

In accordance with OCA Bylaw 4.71, the chair stated the motion began the sixty-day period during which the Treasurer may respond to the charges.

January/February 2013

On January 23, 2013, the following motion was made by Zone Director Ken Nicholas and seconded by Zone Director Joe Varley:

The Board of Directors approve a budget increase of \$1,340.03 and authorize payment of the amount requested for reimbursement so that the petitioned amount in the lawsuit can be paid without further cost to the OCA.

The vote on the motion was 15 in favor; 3 opposed, and 2 abstain. The motion passed.

The president recognized that the OCA Policy Manual and National Meet contract must be changed to preclude such situations in the future. Accordingly, the chair has been working with the host chapters of future National Meets and the Swap Meet Chair to minimize the probability of similar issues arising. Specifically, the following actions have been initiated:

- Host chapters have been asked to prepare budgets required to provide the swap meet support requirements. Using the estimates, the Treasurer will have the information required to complete the annual budget and the members of the Board will be able to pass budgets that have sufficient funds to address swap meet needs.
- Host chapters have been asked to arrange for the OCA to pay for Swap Meet expenses directly. By doing so, there will not be a need for host chapters to be reimbursed.
- The chair has asked the Swap Meet Chair to work with the OCA Legal Advisor to prepare changes to the OCA Policy Manual and the host chapter contract for use in the future. The chair has asked that those changes be presented at the next Board meeting in July 2013.

March 2013

On March 1, 2013, members of the Board were invited to discuss the motion made by Zone Director David Consoli on December 31, 2012, and seconded by Zone Director Ken Nicholas:

The Board of Directors remove Gene Crowdis as OCA Treasurer in accordance with Oldsmobile Club of America Bylaw 4.71.

On March 17, 2013, members of the Board were asked to submit their votes on this motion by USPS mail unless other arrangements were made with the secretary and president. The OCA Secretary provided the following report on the vote: 11 in favor, 7 opposed, 1 abstain, and 1 not voting

The motion had less than the sixteen (16) affirmative votes required as specified by Oldsmobile Club of America Bylaw 4.71. Accordingly, the motion did not pass, and the

OCA Treasurer will remain in that position. (Note: A copy of the charges and all the discussion points is included with the file of email business for 2012-2013.)

Upon completion of the vote, Zone Director David Consoli's resignation was accepted by the president.

April 2013

Members of the Board of Directors were notified by the president that Legal Advisor Brian McCallister had negotiated a settlement agreement with the members of the Oldsmobile Club of Iowa. (Note: A copy of the agreement is included with the file of email business for 2012-2013.)

The following is a summary of that agreement.

Oldsmobile Club of America agrees to pay a settlement amount of \$1,425.03 which includes:

Original Request for Reimbursement:	\$1,340.03
Court Costs incurred by OCI	\$ 85.00

Oldsmobile Club of Iowa agrees to:

- Discharge any future request for additional payment
- Acknowledge that this is a compromise of disputed claims
- Acknowledge that payment is not an admission of liability by the OCA

A motion for consent was made by Zone Director Ken Williams and seconded by Zone Director Ken Nicholas. The motion was adopted by consent of all members of the Board on April 1, 2013. Since the OCA Board of Directors agreed to the agreement that was offered by the OCA Legal Advisor and approved by the Oldsmobile Club of Iowa Board of Directors, the matter was settled.

The following motion was made by Zone Director Warren Hughes and seconded by Zone Directors Karl Sup and Jamie Cox:

The Board of Directors approve a financial audit of the Treasurer records for the fiscal year that begins June 1, 2012 and ends May 31, 2013 in accordance with Oldsmobile Club of America Policy Manual section 9.31. The audit should be conducted by an independent auditor with no ties to the Oldsmobile Club of America personally or financially, and at a reasonable cost to the Oldsmobile Club of America and its members.

Treasurer Gene Crowdis asked that the *financial audit* motion proposed by Zone Director Warren Hughes be amended to be a *forensic audit*. This subsidiary motion was seconded by Zone Director Stewart Stephenson.

The Board of Directors approve a financial audit of the Treasurer records for the fiscal year that begins January 1, 2003 and ends December 31, 2012 in accordance with Oldsmobile Club of America Policy Manual section 9.31

to provide a full accounting of the OCA Financial Records to ensure that the OCA Members Equity has not been used for other than approved financial transactions and that Accounting Firms paid by the Oldsmobile Club of America have been diligent in their fiducially obligated duty to protect the OCA membership from fraudulent activity of any kind. The audit should be conducted by an independent auditor with no ties to the Oldsmobile Club of America personally or financially, and at a reasonable cost to the Oldsmobile Club of America and its members.

(Cost estimates for this revision in the scope of the audit were not submitted for consideration by the originator of this motion. However, estimates of \$40,000 to \$50,000 were provided when a similar motion was offered three years ago.)

The vote on the subsidiary motion was 6 in favor; 12 opposed; and 1 not voting. The subsidiary motion failed.

The chair referred this matter to the Financial Committee and requested that the Financial Committee prepare a presentation for the Board meeting on July 25, 2013. The presentation should include, but not be limited to:

- Summary of differences between a financial audit and a forensic audit;
- Cost of each form of audit;
- Alternatives that might be considered and the associated cost for each;
- Recommended action to be taken by the Board.

On April 9, 2013, the President notified the Board that he had received a letter from the Acting President and Secretary of the Eastern Massachusetts GMO Chapter explaining that the Eastern Massachusetts GMO Chapter had decided to withdraw their offer to host the 2015 OCA National Meet in Marlborough, Massachusetts.

The President asked for members of the Board to volunteer for a National Meet Committee who would coordinate with professional resources to choose a venue for the 2015 National Meet. The committee will report at the July 25, 2013 Board meeting.

May 2013

Vice President Steve Mestad's resignation was accepted by the president.

The following motion was made by Secretary Dalene DeLong and seconded by Zone Director Jamie Cox:

The Board of Directors approve the following concerning the Certificate of Deposit at the time of renewal (May 28, 2013):

- 1) The Certificate of Deposit be issued in the name of "Oldsmobile Club of America;"**
- 2) The signatories be the current Treasurer and current President;**

- 3) Any transactions with the Certificate of Deposit require both signatures; and**
- 4) The Certificate of Deposit be with a banking institution that recognizes the OCA's Bylaws, Policy Manual, and current officers.**

The vote on the motion was 12 in favor and 6 opposed. According to OCA By-Law 4.30.2, an email motion must have 2/3 affirmative votes (19 Board members) to pass, therefore this motion failed.

Treasurer Gene Crowdis informed the Board of Directors that he wished to be granted the authority to sign an Engagement Letter with Tom Dearing to prepare a "financial compilation" and federal income tax forms for calendar year 2012. In the absence of a request for action from the Treasurer, the following motion was made by Chief Judge Ed Konsmo and seconded by Zone Director Erik Martinsen:

The Board of Directors authorize the Treasurer to sign an Engagement Letter to initiate the required services related to preparation of a "financial compilation" for calendar year 2012 and the required federal tax filings.

This action confirmed the requirement set forth in OCA Bylaw 9.30. That information is required to complete the required annual tax filings. On June 3, 2013, the motion was adopted by unanimous consent.

The Financial Committee submitted the following motion for consideration by the Board of Directors:

Funds in the current Oldsmobile Club of America Certificate of Deposit, account number 714-0048354 be withdrawn from the Bank of Texas prior to the end of the 10-day grace period, June 6, 2013, and be placed in the existing ViewPoint Bank Oldsmobile Club of America Money Market Account #4008122258;

Funds will remain in the ViewPoint Bank account until such time that the Oldsmobile Club of America Board of Directors address the investment of those funds at the 2013 annual Board Meeting and select an option for reinvesting those funds.

This motion was made by a committee and required no second.

On June 4, 2013, the motion was adopted by unanimous consent.

June 2013

In June, Bonnie Fochi tendered her resignation.

Respectfully submitted,
Dalene DeLong, OCA Secretary