

2013-2014 Board of Directors Email Business Summary

Oldsmobile Club of America

July 2013 through June 2014

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 2013 Board meeting and the 2014 Board meeting.

September 2013

In September 2013, the following motion was made by Secretary Dalene DeLong and seconded by Zone Director Joe Varley regarding a temporary contract for a publisher for *Journey With Olds*:

Resolved, that the Board retain Johnson Press of America to provide publishing services for Journey With Olds on a month-to-month basis at a cost of \$3,869.49 plus shipping to produce 5,700 monthly copies of Journey With Olds.

Johnson Press of America will be informed that this is a temporary arrangement and that a committee will be appointed by the OCA President to evaluate other alternatives. The committee to be appointed by the OCA President will include the JWO Editor and two members of the Board of Directors. That committee will consider other publishers and will be making a recommendation to the Board not later than November 30, 2013.

The Board will then make a final determination based on available information.

If Johnson Press of America declines to participate under these conditions, another publisher will be selected by the committee appointed by the OCA President.

To meet the needs of those who need past copies of Journey With Olds, United Graphics will be asked to ship their inventory of copies of issues from July 2013, August 2013, September 2013, and October 2013 to the residence of the OCA Treasurer where those copies will be stored until March 31, 2014.

September 23, 2013: The vote on the motion to offer a temporary contract for *publishing Journey With Olds* to Johnson Press of America was 15 in favor, 2 opposed, and 1 abstain. The motion passed.

President Wilson stated that “because the Treasurer has initiated the contact with Ray Baker at Johnson Press of America, it is appropriate for him to contact Mr. Baker and to inform him that the OCA Board of Directors has approved Johnson Press of America as the publisher of *Journey With Olds* at the price quoted for 5,700 copies (i.e., \$3,869.49 plus shipping) commencing with publication of the November 2013 issue. To initiate the process, Mr. Baker should submit a signed “Terms and Conditions” document to the OCA President for a signature.

There will be a three-month period (i.e., including the November 2013, December 2013, and January 2014 issues) during which the OCA Board of Directors will monitor the quality of the work done by Johnson Press of America and be working with a committee to consider Johnson Press of America along with other publishers to provide ongoing publication support.

The publication review committee will be comprised two members of the Board of Directors and the *JWO* Editor. That committee will follow up on at least two other proposals for consideration. The two members of the Board who have confirmed their willingness to participate in this effort are Jamie Cox and Mike Siedlik. They plan to have a report available for the Board to consider not later than November 30, 2013.”

October 2013

In October 2013, the following motion was made by Chief Judge Ed Konsmo and seconded by Zone Director Rick Winn:

Resolved, that the Annual OCA Board of Director's meeting that is traditionally scheduled on a Thursday be moved to Wednesday, July 30 during the 2014 OCA National Meet.

November 4, 2014: The vote on the motion to move the 2014 Board meeting to Wednesday was 16 in favor, 1 opposed, and 1 abstain. The motion passed.

November 2013

In November 2013, the following motion was made by Zone Director Jamie Cox and seconded by Secretary Dalene DeLong:

Whereas, the facts have been presented to the Board on the OCA Club insurance situation and payment of the premium, and

Whereas, the OCA Treasurer has asked for an action statement regarding payment beyond the \$ 7,500 in the budget for OCA Insurance,

Resolved, that full payment be made to reimburse the current OCA President for payment of insurance funds that he has personally made on behalf of OCA and now submitted to the OCA Treasurer for reimbursement for OCA Insurance for this period through September 2014.

Additional information:

President Wilson emailed the OCA Board the following information concerning the insurance premium.

On September 10, 2013, Heacock Insurance submitted an invoice for \$9,733 for Oldsmobile Club of America insurance coverage. That amount was challenged by the OCA President but an answer was not forthcoming until late September subsequent to the date that the Treasurer would write checks for the month of September. Heacock Insurance informed the OCA President that if payment were not forthcoming prior to October 1, 2013, coverage would be cancelled.

Subsequently, the insurance company (American Specialty and Risk Services) agreed to reduce the premium for coverage by \$994.00 and offered to refund that amount to Heacock Insurance. In turn, Heacock Insurance agreed to refund that amount to the Oldsmobile Club of America.

Upon learning of the agreement to reduce premiums and the manner in which a refund of a portion of the premium, the OCA President submitted a request for reimbursement to the OCA Treasurer and subsequently informed the Board of the activity and actions taken.

This motion was made in response to the OCA Treasurer's request for approval of an insurance premium amount equal to \$8,739.00 (\$9,733.00 less \$944.00). The net impact of this motion is to increase the annual budget for insurance from \$7,500.00 to \$8,739.00 – an increase of \$1,239.00. As a basis of comparison, the actual annual expense for insurance in the previous year was \$7,710.00.

November 14, 2013: The vote on the motion to reimburse President Wilson for the insurance premium was 16 in favor, 1 opposed, and 1 abstain. The motion passed.

In late November 2013, HelmsBriscoe, the company assisting the National Site Committee with site selections stated that the company wanted to donate money to a charity on behalf of OCA. Board members suggested Fisher House, Wounded Warrior, Make-A-Wish, and Shriners. The majority selected Fisher House which provided housing for military veterans and families during hospital stays.

December 2013

In December 2013, Treasurer Gene Crowdis sent a note to the Board that he was concerned that he did not have the authority to pay Johnson Press of America based on the motion that was approved by the Board on September 23, 2013. It appeared that the course of action advocated by the Treasurer was to:

- Inform Johnson Press of America that he will issue a check for printing and distribution of the December 2013 issue of *Journey With Olds*, and
- Inform Johnson Press of America that will not make future monthly payments for publication or distribution without the express approval of the Board, and
- Inform Johnson Press of America that he will not remit the \$3,000 requested for prepayment of postage until the OCA Board of Directors authorizes that payment, and
- Demand that the \$725.02 held in reserve by the Postmaster in Pontiac, Illinois be returned to the OCA immediately.

President Wilson suggested two alternatives for the Board to consider:

Alternative One: The motion passed by the Board on September 23, 2013 includes a provision that Johnson Press of America will “*provide publishing services for Journey With Olds on a month-to-month basis.*” The motion does not include a termination date – so there is a basis for continuation of those publishing services without interruption.

In addition, the aforementioned motion states: “*That committee will consider other publishers and will be making a recommendation to the Board not later than November 30, 2013.*” The supporting information for that motion also indicates that action to finalize the publisher selection would be taken by the Board sometime in 2014.

Using the preceding, no action is required on the part of the Board of Directors or the Treasurer other than to simply pay the invoices. [*Note: Alternative One is recommended by the chair and has been approved by the OCA Legal Advisor.*]

Alternative Two: Some members of the Board may wish to confirm the action that was taken on September 23, 2013. To do that, a motion could be made for Johnson Press of America to “*provide publishing services for Journey With Olds on a month-to-month basis for one (or more) month(s) of service.*”

December 5, 2013: Alternative 1 was chosen by 14 members, Alternative 2 was chosen by 0 members, 1 member abstained, and 3 members had not responded.

On December 5, 2013, Treasurer Gene Crowdis prepared checks for Johnson Press of America and Pontiac Postmaster.

December 2013

In December 2013, the Publisher Selection Committee submitted the following motion (no second is required because the motion was submitted by a committee):

Whereas, the Publisher Selection Committee comprised of Brad Bishop, Mike Siedlik, and Jamie Cox has evaluated three publishers including:

***Johnson Printers of America, Pontiac, Illinois,
Modern Litho, Jefferson City, Missouri, and
Sutherland Companies, Montezuma, Iowa, and***

Whereas, Modern Litho has expressed an interest in producing *Journey With Olds* for the four-year period commencing with the March 1, 2014 issue and ending with the February 1, 2018 issue, and

Whereas, Modern Litho has provided information and references that indicate that they are a good “fit” with the Oldsmobile Club of America, and

Whereas, Modern Litho has indicated a flexibility to change monthly production to meet the needs of the Oldsmobile Club of America, and

Whereas, Modern Litho currently publishes many other car club magazines and is very familiar with the needs of non-profit clubs, and

Whereas, Modern Litho has provided a quote to print *Journey With Olds* for a four-year term commencing March 2014 and ending February 2018 based on their quoted price of \$3,350 (including taxes) per month for 5,700 copies for the first year, and

Whereas, Modern Litho has agreed to include a three percent per year limit on cost increases over the four-year period, and

Whereas, Modern Litho will have the flexibility to change the number of copies on a monthly basis, and

Whereas, Modern Litho offers the OCA additional savings of \$5,500 per year over Johnson Press of America (\$17,500 per year less than United Graphics),

Therefore, the Publisher Selection Committee recommends that Oldsmobile Club of America select Modern Litho to produce *Journey With Olds* for the period from March 1, 2014 through February 1, 2018 pending a review and approval of the contract terms and conditions by the OCA Legal Advisor.

Treasurer Gene Crowdis submitted an amendment which removed Brad Bishop’s name from the committee. The amendment was seconded by Zone Director Erik Martinson.

January 6, 2014: The vote on the amendments was 13 in favor, and 5 opposed. The amendment passed.

January 13, 2014: The vote on the amended motion was 16 in favor, 0 opposed, 1 abstain, and 1 not voting.

February 2014

In February 2014, the Oldsmobile Club of America Treasurer 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 2013. Mr. Crowdis declined to make a motion.

March 2014

In March 2014, the following motion was made by Dalene DeLong and seconded by Jamie Cox.

Whereas, the Oldsmobile Club of America’s Board of Directors has approved a budget for Accounting/Tax Filings;

Whereas, information from the “financial compilation” is required to prepare tax reports for calendar year;

Therefore, I move that 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 2013 and the required federal tax filings.

President Wilson noted that the issue should be dealt with expeditiously and “this action confirms the requirement set forth in OCA Bylaw 9.30 and is consistent with action taken by the Board of Directors in past years. That information is required to complete the required annual tax filings. Accordingly, if there are no objections, the motion will be adopted by unanimous consent.”

March 21, 2014: The Secretary recorded 16 in favor votes and received 0 opposed votes. The motion passed by consensus.

April 2014

In April 2014, Zone Director Ken Nicholas submitted the following motion on behalf of the OCA Election Committee (no second is required because the motion was submitted by a committee):

Whereas, eight of the eighteen (44%) of the elective positions in the Oldsmobile Club of America do not have candidates, and

Whereas, the OCA Bylaws define a quorum as two members of the Executive Committee and eight Zone Directors (OCA Bylaw 4.51), and

Whereas, two zones have no Director candidates, and

Whereas, the OCA Bylaws and Policy Manual do not prohibit “write in” votes, and

Whereas, most members are not aware of the ability to “write in” names for candidates for elective positions, and

Whereas, the current situation would allow a candidate to be elected with a nominal number of votes,

Resolved, that election of members be delayed for two months to allow the Board of Directors to identify a full complement of candidates for Board position and explain the availability of “write in” votes.

April 13, 2014: The vote on the motion to delay the election was 5 in favor, 13 opposed. The motion failed.

Respectfully submitted,
Dalene DeLong
OCA Secretary