

**2011 General Membership Annual Meeting
Oldsmobile Club of America
Reno, Nevada
July 30, 2011**

President Jerry Wilson called the meeting to order at 9:04 am. In his opening remarks, the president addressed the confusion of different times posted for the meeting. The president gave the membership a choice of 1) working through the issues immediately and take official actions after 10:00 am. or 2) wait until 10:00 am to begin the meeting. The general consensus was to proceed now and take official action after 10:00 am.

In the president's opening remarks, he stated that there had been excellent reports about this year's national meet venue, he thanked people who came long distances to attend, and he thanked the North California Oldsmobile chapter for hosting the 2011 National Meet. He thanked all the people attending for being members of OCA and restated that the primary responsibility of the Board is to serve the membership. He thanked the Board members for their contributions. He had Board members stand for recognition. He also recognized the two Past Presidents attending, Pat Yancey and Greg Childs.

He listed the Board's accomplishments of past year:

- 1) The Board approved the venue of the 2013 National Meet in Springfield, Illinois, hosted by Illinois Valley Oldsmobile Club and the Archway Oldsmobile Club.
- 2) The Board approved the venue of the 2014 National Meet in Cincinnati, Ohio, hosted by the Greater Cincinnati/Northern Kentucky Chapter.
- 3) The Board approved hiring a new merchandise manager – Acme Apparel. Acme Apparel is a licensed GM merchandiser who can produce Oldsmobile trademark items. Acme Apparel is one of only four licensed companies who can produce Oldsmobile merchandise. The company is exploring new ways for people to purchase merchandise and plans to include OCA membership registrations with items shipped.
- 4) The Board endorsed the racing activity scheduled concurrent with the 2011 National Meet and approved ongoing support for racing events for future National Meets. There was a race at Top Gun Raceway on Friday evening in which there were 7 award winners. The participants included serious racers as well as new racers.

5) The Board will be working with the Ransom E. Olds Transportation Museum. The museum is facing several challenges including:

- The city of Lansing has discontinued some elements of financial support.
- General Motors has discontinued financial support.
- the museum's location is on flood plain, and
- The building's personnel would encounter serious difficulties if cars needed to be moved during flood conditions.

The museum is looking for alternate financial sources and for an alternate building.

6) New members' information is being sent to chapters, so they can contact the new members about joining the local club.

7) OCA insurance coverage will change to Heacock Insurance Agency. Heacock had the lowest bid, OCA members in most states will be able to get a 10% discount, and Heacock Insurance Agency will put a full-page advertisement in the *JWO*.

There were questions from the membership.

Question: Are the products sold by the Merchandise Manager produced in United States?

Response: All the cotton used in the products is grown in the US. Some of the men's shirts are sewn outside the US. Women's shirts are sewn in the US.

Question: Why is the secretary position still vacant?

Mr. Childs asked, "Mr. Crowdis, will you tell us why you are single handedly preventing the President from appointing a secretary?" Mr. Crowdis answered, "No."

The president reviewed the history of the vacant position. No one had run for the position in 2010. The person appointed during the new business portion of the 2010 Board Meeting couldn't continue. Some board members contacted a parliamentary blog about the vacancy. Some of the parliamentarians on the blog stated that the election might be incomplete, but that a professional registered parliamentarian should be contacted who could review all the club's Bylaws. The president did contact a Professional Registered Parliamentarian (who is an officer in a National Parliamentarian Organization). The Professional Registered Parliamentarian reviewed the OCA Bylaws and Wisconsin state statues and stated that the president must appoint a person to fill a vacancy on the Board. The president cited previous

appointments made by past presidents to fill Board vacancies. After receiving information from the parliamentarian, he reviewed it with the OCA Legal Advisor. Some Board members pushed back stating that both people were incorrect. Some Board members stated that they would prefer to do the ratification at the Board meeting instead of through email. The president stated the qualifications of Mrs. DeLong, who he had asked to fill the secretary's position. The president stated that as president of the OCA, he must follow the OCA by-laws.

Several members confirmed their opinions that the club must follow the Bylaws.

A question from a member: Is there anything in the by-laws that allow the membership to vote on it at this meeting.

Response: The Bylaws state that the president shall appoint to fill a vacancy on the Board.

A suggestion was made that a person who is not planning to run for a position to notify the membership before *JWO* publication deadlines.

The president stated that according to Wisconsin law, the past secretary is still the secretary if no one runs for that office. On Wednesday, July 27, 2011, the president received a letter of resignation from Maxine Kleedorfer, past secretary.

The president stated that this incident has brought to light that the Bylaws need to be updated.

Several members made comments that the Board members need to stop causing difficulties and/or politicking. This is a car club, and it is suppose to be fun.

The president plans to change the atmosphere to one of welcoming. He asked for assistance to create a welcoming atmosphere at all meetings and meets. He reminded people to think about how emails will be read on the other end. The president stated that he would not write articles in *JWO* that are negative. All *JWO* articles should be positive. He asked members to join the president to bring back the fun. He reviewed what other car clubs do to encourage new members.

Comments from the audience indicated that they think the club should be fun and all owners of all year cars should feel welcomed. That is not currently happening.

An inquiry from a member was made about if the Bylaws and Policy Manual are available to all members.

Mr. Crowdis, chair of the ByLaws committee, responded that a member can send a request to him and a copy will be sent. He also stated that each chapter has a copy.

The Board is trying to improve the website and hoping to make the Bylaws and Policy Manual available on the website.

At 10:06 am, the president stated a concern that had been discussed at the Board meeting. The Board at this time doesn't have the authority to conduct business outside an annual meeting without having 100% concurrence. The Board has passed a series of changes in the OCA Bylaws.

Mr. Crowdis read By-law 14.20 and 14.30 which states how bylaw changes will be made.

Copies of the Board approved Bylaws changes were distributed.

Delete Bylaw Paragraph 3.31

The EC shall prepare mail ballots for the Board on any issue necessitating Board action between Board Meetings.

Add Bylaw Paragraph 4.30.1

OCA business may be conducted during any period of time when the OCA Board of Directors is not in session at the annual meeting or at a special meeting by means of electronic e-mail or written correspondence. Such business would require that proper motions are made with appropriate seconds and opportunities for discussion are available consistent with OCA Bylaw 6.40.

Add Bylaw Paragraph 4.30.2

Votes taken in accordance with Paragraph 4.30.1 require approval by two-thirds of all the members of the OCA Board of Directors then in office.

Add Bylaw Paragraph 4.30.3

Records of any OCA business or activity conducted in accordance with Paragraph 4.30.1 will be reviewed at the next succeeding Board meeting. Such activities would be reviewed immediately following the approval of Meeting Minutes for the preceding year. Accordingly, such actions will be recorded in the Meeting Minutes of the meeting in which they are reviewed by the Board of Directors.

Mr. Crowdis moved to approve the Bylaw changes. Mr. Cox seconded the motion.

By voice vote, the motion was passed.

The president asked the treasurer to report on the finances. The treasurer summarized the 2010 budget. He stated the total income, liabilities, and expenses. Both the membership dues and expenses had gone up. The bottom line for 2010 was a net gain of \$12, 687.31.

The treasurer presented the 2011-2012 budget. The treasurer stated that his budgets are estimates. His recommendation is to have a deficit budget so that bills can be paid

without going to the Board for permission if a bill is higher than anticipated. The 2011-2012 budget's income is estimated at \$199,900 and expenditures are estimated \$223,222. This results in a deficit of \$23,322

A member stated that the Board should have a secretary. The president stated that a nomination could be brought to the Board through the new Bylaws. It was suggested that members contact zone directors about how they wanted the zone directors to vote.

The president introduced Mrs. DeLong, who was recording the minutes, and asked her if she would be willing to serve as the secretary. Mrs. DeLong stated her willingness to consider the position.

Mr. Consoli stated that this last year has been rough, but we have turned the corner and things will become better.

Mr. Thompson presented information about 2012 National Meet in Des Moines, Iowa. He reviewed tours and activities that would be available, as well as some of the regulations that accompany an indoor car show. He extended an invitation to all members.

A motion to adjourn was made.

The meeting was adjourned at 11:15 am.

Respectfully submitted,
Dalene DeLong
Recorder of OCA General Membership Meeting minutes