

**2014 General Membership Annual Meeting
Oldsmobile Club of America
Cincinnati, Ohio
August 2, 2014**

The record notes that the meeting is being audio recorded.

President Jerry Wilson called the meeting to order at 9:03 a.m. In his opening remarks, he thanked all the people attending for being members of OCA and for attending this year's Nationals. He recognized the outstanding security and work the Greater Cincinnati/Northern Kentucky Oldsmobile Club has done. The audience recognized the members of the Greater Cincinnati/Northern Kentucky Oldsmobile Club with applause.

Review of OCA business

Recognition of Outgoing and Incoming Board members:

Mr. Wilson had outgoing and incoming Board members stand. The audience expressed appreciation for their work with applause. The outgoing Board members are Treasurer Gene Crowdis, Atlantic Northeast Zone Director Everett Horton, Atlantic Southeast Zone Directors Pat Higgins and Ken Williams, Eastern Great Lakes Zone Director Galen Kolesar, Western Great Lakes Zone Directors Warren Hughes and Mike Siedlik, South Central Zone Directors Stewart Stephenson and Rick Winn, Pacific Northwest Zone Directors Jamie Cox and Erik Martinson, Pacific Southwest Zone Director Joe Varley, and Legal Advisor Brian McCallister.

Mr. Wilson introduced the incoming Board members and told some information about each person. The incoming Board members are Treasurer Lynn Shipley, Atlantic Northeast Zone Director Sal Cerrone, Atlantic Southeast Zone Directors Terry Mell and John Roney, Eastern Great Lakes Zone Director Vicki May, Western Great Lakes Zone Directors Dan Curtis and Brian Lenz, South Central Zone Directors Gene Bossaller and Ralph Gaines, Pacific Southwest Zone Director Dan Haggerty, and Swap Meet Chair Everett Horton. The Pacific Northwest Zone has no Directors at this time, and the Board will be working to rectify that over the next year.

Out of the 14 zone directors, eleven are new and three are returning. Mr. Wilson stated that ways needed to be found that would encourage people to become involved and to involve younger people in leadership roles. He said that several chapters have been successful in involving younger people and that needs to be continued.

Election

Mr. Wilson explained the circumstances with the election. The cut-off date is early March. At that time, it was discovered that 44% of the positions were not filled. There were eight positions in which there were no candidates at all.

The Election Committee made a motion to the Board which stated that they were concerned about that and want to take some action to fill those unfilled slots. They made the following motion:

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.

The Board members had an opportunity to discuss the motion and to vote. The results were five votes for the motion and thirteen against the motion. As a result of that vote, it shut off the opportunity to delay the election and extend the number of candidates and inform the membership of their opportunities. As a result of this, they missed the cut-off date for the May *JWO*. This made it impossible to communicate with the membership except through their zone directors. There were a number of people who understood the position on write-in votes and they wrote in votes. As a result of that, there is almost a full complement of zone directors and executive committee. We have almost a full Board of Directors.

Mr. Wilson stated that there is an outstanding group of people on the Board of Directors. Those who attended the Board meeting noticed that there was a very positive tone and those members came out of the meeting very excited about our future and about where the OCA is heading.

Questions/Comments from audience:

Question: How are the two unfilled positions going to be handled?

Answer: The Board will try to identify people to fulfill those positions. The Bylaws specify how unfilled positions are to be handled. It is the President’s responsibility to appoint people to unfilled positions. The Board must ratify the appointments. The bylaw specify that if the ratification happens at the regular Board meeting, the voting requires a simple majority, but if it is done in an email format, there must be a two-thirds majority.

Question: A member stated that although he understands the process, he had no communication about the ability to write-in votes. Because there was no information in the *JWO*, he did not know about write-in. How did the names get out there for people to write in?

Answer: The first issue of information in the *JWO*: The cut-off date for information in the April *JWO* is March 1st. By the first of April, information for the May *JWO* must be in. Because of the Board’s deliberations finished after April 1st, the April 1st deadline was missed. There was no way that information could be put in *JWO* about the possibility of write-ins.

It was Mr. Wilson’s understanding that some zone directors were talking to chapters. Mr. Wilson stated that he understood that some zone directors said that people couldn’t do write-in voting. All members of the Board were told by way of the motion that write-in votes were available and they should have been communicating with the people in their zones.

Response: Jon Manji, Pacific Southwest Zone Director, stated that he confirmed with Marsha Nicholas, Election Chair, about the validity of write-in votes and he communicated the

information, not only with his local chapter, but other chapters in his zone. That information coincided with the publication of chapter newsletters. One of the chapter presidents had been in contact with another chapter president and that chapter president had recommended Lynn Shipley for the position Treasurer. It is important to find someone who is willing to accept the position.

Question: Is it possible to change the ballot to include information about the write-in process.

Marsha Nicholas, Election Chair: Not only is March 1st, the deadline for the April JWO, but the nominations must be postmarked March 1st. This created a situation where information could not be gotten to members in a timely manner. This year's election brought several issues in our Bylaws that need to be examined. Facing the April 1st deadline for the May JWO and with all the blanks on the ballots, she turned to the President, the Legal Advisor, and the Parliamentarian about what to do. The Election Committee was not comfortable with the ballot with blanks positions, because it was not fair to the membership. The Election Committee turned to the Board with the motion. Unfortunately, it was turned down and the Election Committee had no other recourse except to continue on with write-in ballots. They turned to chapters, email, Facebook, and other means to get the information out. The Committee considered writing a letter to individual members, but the cost would have been \$3000 to send out a first-class letter. The Legal Advisor made sure that the Election Committee was doing what was legal by accepting write-in votes. All the Zone Directors knew about the possibility of write-ins and should have communicated that information to the chapters in their zone. The motion was posted on the website within 24 hours of the final vote.

Suggestion: The information that goes out to the zone directors should also sent to the chapter presidents. If it is information that should get to chapters as well as zone directors, could the chapter presidents be copied on the emails?

Response: Mr. Wilson stated that would get information to about half of the OCA members. The OCA is looking to making more information available on the website.

Statement: The South Central Zone directors never contacted the clubs in their zone. It was only by word of mouth and email that they found out. South Central Zone is 1200 miles.

Response: A number of the new directors are going to be taking proactive stance in the communication area. If you are not hearing from your zone directors or you think the communications is breaking down, send Mr. Wilson a note, email, or call. He will follow up and make sure communications is happening.

Financial update:

One of the most important positions in OCA is the Treasurer. Mr. Crowdis did a good job of keeping track of the numbers and making sure OCA went on with financial stability. After ten years, he decided to resign and made that announcement at the General Membership meeting last year.

Mr. Wilson stated that Lynn Shipley is the president of a bank in Kingsport, Tennessee and he has agreed to do the job.

Mr. Shipley stated that his bank had been started about seven years ago and last year when Mr. Crowdis stated he was not going to run again, Mr. Wilson approached him. At the time, Mr. Shipley was involved in a bank acquisition. The bank acquisition was completed a few weeks

ago. Mr. Shipley stated that he is willing to serve in this position for the next two years. He stated that he hopes to have a good transition to the next Treasurer in two years.

Mr. Shipley shared information from the compilation report done by Tom Dearing as of December 31, 2013. Total assets are \$284,390, and of that amount \$279,390 is in cash. Total members equity is \$284,390. There was a net operating loss of just under \$22,000. In order to cover the operating loss, money was drawn out of the savings account.

Mr. Shipley stated that he has been working with Mr. Crowdis on the transition and Mr. Shipley does not have all the material and information at this time. He gave the example of someone needing a check to cover the racing track rental and he did not have the checkbook. Mr. Shipley stated that next year, he would have the checkbook at the National Meet and will be able to take care of expenses in a timely manner.

Mr. Shipley stated that he had asked the Board to approve a new CPA firm, Dent K. Burk and Associates located in Kingsport, Tennessee. It is a regional firm who handle clients in southwest Kentucky, south Virginia, and northeast Tennessee. The firm has been in business since 1932 and have a great track record.

He will continue to work with Mr. Crowdis to transfer all the records. He will review the established process. It is his understanding that the bills were paid on the 7th and 21st of the month. He will see if that procedure still works.

At the present the Board receives financial information annually. Mr. Shipley believes that the Board needs to be informed of financial situation more frequently and so he plans to send monthly financial statements to the Board. He stated that if any member has any questions about the OCA financial situation, his phone number and email address will be in the JWO.

Questions/Comments from audience:

Question: How much was the loss in 2013? Why was there such a big loss?

Answer: It was about \$22,000. The OCA does have a contingency fund, but the OCA can't sustain that indefinitely. Some of the loss is due to decline in membership, and the OCA has done a couple of extra projects. The Board is looking at managing the costs and taking advantage of another source of income which has not been used in previous years. There will be significant changes over the next year.

Question: I know the JWO costs a lot to publish. Why did we take such a loss?

Answer: The OCA has reduced the cost of the JWO \$1,500 per month which is not reflected in the 2013 report. From a revenue standpoint JWO last year brought in \$4,000. In comparison, the Cadillac/LaSalle Club which is a similar size to OCA generated \$60,000 with their magazine. The OCA is bringing in an advertising manager who will work with OCA and happens to be the same person who works with the Cadillac/LaSalle Club.

The OCA has reduced costs by \$1,500 per month which is \$18,000 per year and if the OCA can create even \$20,000 more in revenue that would equal \$38,000 that we didn't have before.

Mr. Wilson stated that Mr. Shipley had recruited a new member yesterday, and Mr. Wilson signed up three new members at the race. Mr. Wilson challenged clubs to plan activities that would encourage people, especially young people, who do not usually attend to bring out their cars and join OCA.

Mr. Shipley stated that OCA needs to increase the revenue side. He challenged everyone to bring in one new member next year. He stated that the Board will work to manage expenses.

Question: When will the issues with transferring everything from the old treasurer to the new treasurer be done. Is there a deadline or time frame?

Answer: Mr. Shipley received a zip drive on Monday. Mr. Crowdis has said that he has about 600 pounds of material. Mr. Shipley stated that his goal is that by the end of October to have financial reports going to the Board.

Question: Is there a possibility of putting the monthly financials in the JWO or on the website?

Answer: That is definitely a possibility. It is a good idea to have information available to members by putting it on the website. There is no reason that information sent to zone directors can't be put on the website for members to view.

New By-laws:

Mr. Wilson explained that the process OCA uses for amending the By-laws is designed to make sure members have control of the organization. By-laws must be approved by two-thirds of the Board. By-laws passed by the Board must be approved by the membership. If these changes are approved, they will be posted on the website. The By-law amendments under consideration had been provided to the membership as they entered the meeting. Mrs. DeLong read aloud the By-law amendments and explained the format of the paper which members had received at the beginning of the meeting.

Bylaw IV (revision)

- 1) **Delete from Bylaw 4.12:** Delete the second sentence of By-Law 4.12.

Currently reads: 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 and Swap Meet Chairman are voting members on the BOD.

- 2) **Inset into Bylaw 4.12:** None of these four (4) appointees shall have voting privileges on the BOD.

By-law will now read: By-law 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. None of these four (4) appointees shall have voting privileges on the BOD.

Question: What happens with the people appointed to the now vacant zone director positions?

Answer: Those positions have voting rights and so the people appointed to fill those vacant positions will vote even though they are appointed. It is only the appointed positions of Parliamentarian, Legal Advisor, Swap Meet Chair, and Chief Judge that are appointed positions on the Board. Previously three of those positions had voting rights. Last year, the Board took action to remove the vote of the Legal Advisor. This year the Board has gone further and decided that any of the positions including Chief Judge and Swap Meet Chair should not vote,

because they are appointed by the President and they are not elected. The bottom line is that only the positions elected by the members should vote.

Question: What constitutes a quorum?

Answer: A quorum is two members of the Executive Committee and eight zone directors, including proxies. In an extreme scenario, you could have five people be a quorum if all of them held proxies.

The membership approved the Bylaw revision.

Bylaw IV and V (revision)

Change the word/number in By-Law 4.11: Change four/4 to two/2.

Currently reads: The BOD, exclusive of the Chief Judge and Swap Meet Chairman shall be elected by mail ballot every four (4) years by a majority of the membership voting. Zone Directors must reside in the Zone they represent. AEPM

1) **Change the word/number in By-Law 5.30:** Change four/4 to two/2.

Currently reads: Terms of Office for elected BOD members shall be for approximately four (4) years from beginning of New Business at the Summer BOD Meeting following elections AEPM.

2) **Inset into both By-Law 4.11 and 5.30:** “commencing with the 2018 election.”

By-law will now read: By-Law 4.11: The BOD, exclusive of the Chief Judge and Swap Meet Chairman shall be elected by mail ballot every two (2) years by a majority of the membership voting commencing with the 2018 elections. Zone Directors must reside in the Zone they represent. AEPM

By-Law 5.30: Terms of Office for elected BOD members shall be for approximately two (2) years from beginning of New Business at the Summer BOD Meeting following elections commencing with the 2018 elections AEPM.

Mr. Wilson stated that as evident by this last election, it is difficult to get people to commit to a four year term as a volunteer. Also if things are not working out, changes can be made. It does not mean that people cannot serve more than one time. This last election was perceived as a contract for four years, and so the change will happen in 2018.

Question: Why is the Chief Judge and Swap Meet Chairman included in the language?

Answer: The changes are not official until the membership approves the revisions.

The membership approved the Bylaw revision.

Bylaw IV (additions)

- 1) **Add By-Law 4.30.4:** Votes may be cast only by elected Board Members.
- 2) **Add By-Law 4.40.1:** Proxies must be submitted to the OCA Secretary prior to commencement of the OCA board meeting.
- 3) **Add By-Law 4.40.2:** Proxies must be delivered in writing to the OCA Secretary and the other Zone co-Director (if applicable). The OCA Secretary will confirm

receipt of the vote to the Zone co-Director who submitted the vote and the other Zone co-Director.

- 4) **Add By-Law 4.40.3:** Proxy votes may not be cast for any new business motion that was not available for all Board members prior to the meeting.

The membership approved the Bylaw additions.

New Editor/Advertising Manager

The JWO editor tendered his resignation after nine years. As a result of that announcement, a committee started its deliberations in February. The committee was comprised of Dalene DeLong, Jamie Cox and Tom Loquai. The committee first detailed selection criteria for an editor including background experience and qualifications. One of the requirements for the editor was that he/she would attend National Meets, and take pictures and write articles about the National Meet. The committee then talked to publishers and other car clubs. The committee narrowed the field of candidates.

The committee's recommendation was Shannon Olson who has won a number of Golden Quill awards. She has been an editor for other car clubs and done mostly regional publications. Mr. Wilson introduced Shannon Olson.

Shannon Olson stated that the *JWO* is the members' publication and she will need the members' help. She wants members to share their knowledge whether it is about a specific year or model of Oldsmobile or a specific historical fact. She also needs their excitement about events in different regions with pictures and articles showing that excitement. She will accept any article whether it is handwritten, typed, emailed, or faxed. She has even had experience with people writing articles on napkins. Mrs. Olson states that she will acknowledge receipt of all articles either by email or phone.

Question: Will there be a Letters to the Editor section?

Answer: She is willing to publish constructive letters. She is open to suggestions from members about articles they would like to see in the *JWO*.

Question: Will there be more views from the Board of Directors besides the President.

Answer: She would like to have more information from Board of Directors members. She wants to do articles about Board members. She plans to do articles introducing the Model Year Advisors to the membership.

As chapters are writing newsletters, Mr. Wilson urged the chapter to send an electronic copy to Mrs. Olson. She will take information in any form. She stated that she will reprint an article as long as it is not copyrighted. She would like to see more technical articles in the magazine. She wants members to send in interesting stories concerning experiences.

Mr. Wilson estimates that the September issue of *JWO* will be about a week late because of transition issues including format.

Wilson states that there are plans to put past *JWO* issues on the website with an index. Mr. Wilson said that it will require people with IT experience, so he is hoping people will volunteer.

Mr. Wilson told about the new Advertising Manager Melissa Perry. She knows people from Fusick, and Mr. Wilson observed that Fusick's ad in the *Self-Starter* (Cadillac and LaSalle Club magazine) is larger than its ad in *JWO*. The OCA is going to focus on growing the *JWO* to a larger magazine with revenue from advertising paying for the growth.

Question: Does the company that advertises in *JWO* get a copy of the magazine?

Answer: Mr. Wilson stated that is a good idea and Ms. Perry is familiar with that idea. Mr. Wilson stated that at the current time, advertisers have to be proactive and send in a check or their ad runs out. No invoices are sent to advertisers. Mr. Wilson said that companies have complained to him that they would be glad to advertise if the OCA sent an invoice. Ms. Perry as Advertising Manager will take care of that aspect.

New Publisher:

Mr. Wilson noted that there have been three publishers of *JWO* within the last year – United Graphics based in Dallas, Texas; Johnson Press of America based in Pontiac, Illinois and now Modern Lithro based in Jefferson City, Missouri. The current publisher, Modern Lithro, does many publications for 25 other car clubs and organizations. By using this publisher, the OCA is saving \$1,500 per month. This amount was not reflected in the Treasurer's report because the report covered January through December 2013 only. The change to Modern Lithro as a publisher occurred in 2014.

New Chief Judge:

Mr. Wilson stated that Ed Konsmo had stepped into a difficult situation five years ago, and he has been a valuable resource as the OCA has looked at different venues. Mr. Wilson thanked Mr. Konsmo for his work for OCA. The audience gave him a round of applause in appreciation. Mr. Wilson stated that the Board was adamant that Mr. Konsmo continued as Chief Judge for the 2014 National Meet. Members of the audience thanked Mr. Konsmo for the beneficial changes made to judging rules.

Mr. Wilson introduced Mike Pruitt who will be Chief Judge beginning on Sunday. Mr. Pruitt is from Kentucky and is a Master Judge. Mr. Pruitt has been "shadowing" Mr. Konsmo during this transition. Mr. Konsmo has said that he will help with the transition. Mr. Wilson encouraged members to give ideas for improvements to either Mr. Pruitt or himself.

Mr. Pruitt thanked Mr. Konsmo for his work as Chief Judge. Mr. Pruitt appreciates the opportunity to serve OCA.

Update of Website:

Mr. Wilson stated that the Board had approved Phase II of the website development project. It is \$12,000 in expense and will include a Members Only section. This section would include things like a virtual swap meet, but you have to be an OCA member. Also looking at making other information such as OCA financials, being able to search for members (with members' permission) to other people with same cars or in the same region. Currently, OCA has several

databases: membership, Long-Term Member, Judging. The website will allow OCA to have one database. Members will be able to access past issues of *JWO*. There will be ways to access vendors. The OCA offsets the cost by getting new members and advertising revenue. Now on the website, someone can renew a membership or become a member and pay with PayPal. Mr. Wilson noted that a lot of people do not use PayPal, so the plan is to be able to pay with a credit card in the future. This will simplify the process for becoming a member. The whole point is to increase the value to being an OCA member.

Contributions to R. E. Olds Transportation Museum:

Several years ago, the OCA was making contributions of \$500 to the R. E. Olds Transportation Museum. Last year the Board of Directors changed the contribution to \$1,000 and this year they have increased the contributions from OCA to \$2,400 per year. The Museum is looking for financial help because most of their contribution stream has decreased. There are several chapters who contribute on a regular basis. The Museum is looking for a consistent donation so that a budget can be planned. It was noted that contributors are recognized at the Museum.

There have been a lot of changes and updates made by Mr. Adcock, Museum Director in the last 18 months. There will be an update written by Bill Adcock about the Museum in the *JWO*. Recently the Museum has been very helpful to one chapter who is doing a Concours show and the GM Heritage Center could not supply a car. The chapter contacted Mr. Wilson for a 1940 Oldsmobile with automatic transmission. Mr. Adcock said that the Museum had a car, and the Museum could get the car to that show. This responsiveness is great and gets the name of Oldsmobile, OCA, and R.E. Olds Transportation Museum presented to the public.

Question: Is there information about how much is donated from all OCA chapters?

Answer: Mr. Wilson stated that he will get that information and the information will be helpful to the committee who will be studying ways OCA can help the Museum financially.

Membership Assistance Requested:

Mr. Wilson told the members that assistance from members are needed in a number of areas. John Galehouse who has been the chairman of the Long Term Member Committee for 15 years has asked to resign. He is willing to work until we find a replacement. There is a possible candidate, but members are asked to let Mr. Wilson know if they are interested.

Merchandise Manager is another area where there is a candidate, but members are asked to let Mr. Wilson know if they are interested or know someone who might be interested.

If anyone has an interest in IT and would like to be Webmaster, please let him know. There have been a lot of inquiries from people who view the website and new members have been signed up.

Also the Board of Directors is looking for someone with insurance background to help the OCA manage our relationship with the insurance carrier.

Upcoming National Meets:

National Meet 2015

Mr. Lang, cochairman 2015 National Meet, stated that the OCA has a whole new concept of how they are doing National Meets. There are tours of Miller's Brewery and Harley Davis Museum. Since they are from the Midwest, they will be having a tailgate party. The City of Brookfield has been very helpful. For those people who don't go to the drag races on Friday, there will be a cruise to a microbrewery with a police escort. The microbrewery will be making a brew called Oldsmobile. The drag racing will be at the Dragaway Race Track in Union Grove, Wisconsin. The 2015 National Meet starts July 22, 2015. Mr. Wilson noted that the hotel is already taking reservations.

Mr. Wilson noted that because there were few cars on the show field on Saturday, people wondered what happened to all the cars and some people were upset that they had made the trip and couldn't see a lot of cars.

Question: Have we looked at advertising National Meets in Hemming's Magazine?

Answer: We will have the Advertising Manager help with that. Modern Lithro also has some ideas because of what other car clubs have done. Mr. Wilson stated that there is no reason to keep our National Meets secret.

National Meet 2016

Mr. Wilson announced that in 2016 the National Meet will be in Kingsport, Tennessee, during the third week of July 2016. The host hotel is the Meadowview Marriott which is the only Marriott property which has an on-location winery. Activities include going to Bristol Motor Speedway with an opportunity for people to do laps around the course and drag racing at Thunder Valley Drag Strip. A man named Tiny (6'7" and 400 lbs) makes moonshine at East Tennessee Distillery, and he will have some sample available.

Closing remarks:

Mr. Wilson thanked the members for their membership and challenged each person to sign up one new member.

Mr. Bossaller thanked Jerry Wilson for his participation. Mr. Bossaller stated that Mr. Wilson knows a lot of people by first name in the meeting, on the show field, and on the phone. The audience gave Mr. Wilson a round of applause in appreciation.

Mr. Wilson stated that he thanked his wife, Caryl, for allowing him to do this. The audience gave Mrs. Wilson a round of applause in appreciation.

The meeting was adjourned at 11:05 am.

Respectfully submitted,
Dalene DeLong
OCA Secretary