

BOD Meeting Minutes: 10/1 – 10/31/2017

Approved : 11/6/2017

Summary of Motions:

Date:	Motion	Vote	File #
4/5/2017	that the BCA enter into an agreement with the Buick Heritage Alliance to allow the BHA to digitize the Buick Bugle magazine, from the first issue to today; with the intent of making these digitized copies available for viewing via the BHA website. Costs for viewing to be determined in consensus with both BCA and BHA. Copies of Bugle shall not be available to download from the BHA site. BCA retains all rights to the Bugle. Any changes to this initial agreement must be made via a consensus of both parties. Any additional needed specifics of this agreement will be discussed by both BCA and BHA and mutually agreed upon. There will be no cost to the BCA for digitization, or maintaining the digital collection or access. BHA assumes all costs for this project.	Pending	2016 2017-17
4/12/2017	that Alan's motion be tabled until we obtain a legal opinion on what intellectual property rights we are giving up by allowing Bugles to be; A) digitized,B) copied,C) viewed on line by a third party. Assigned Motion # 2016 2017-18	Pending	2016 2017-18
7/7/2017	To require National Meet budgets be approved in advance by the BOD.	Tabled	2016 2017-26
10/4/2017	To approve the September 2017 BOD Meeting minutes	Passed	2017-2018-6
10/9/2017	To approve the Bugle Editor, Art Director, and Office Manager Contracts	Withdrawn	2017-2018-7
10/9/2017	To approve Cindy Livingston's contract as Art Director at the new rate of compensation.	Passed	2017-2018-8
10/9/2017	To approve the 2 year extension to Pete Phillips at the requested current rate	Passed	2017-2018-9
10/9/2017	To approve the Book's 2 year contract extension at the requested current rate	Passed	2017-2018-10
10/18/2017	that we approve their suggested division of funds.	Passed	2017-2018-11

Unresolved Business:

6/8: Received request from the BHA, for BCA approval to scan, index, and sell Buick Bugles. Helen Hutchings (former President of the BCA) donated a complete set of Buick Bugles starting in 1966, and the BHA seeks to scan these, add them to their index of Bugles, and then offer them for sale as a complete set. President Clark advised the board would take this up as soon as the Motion on the floor was completed.

6/24: Motion by J. De Fiore to approve the BHA request, subject to several conditions which included restricting the project to Bugles more than 12 months old, in order to protect the North Texas Chapter's Bugle Sales project, and some compensation for the first 24 months of sales of the index.

6/28: J. De Fiore withdrew the Motion due to no second.

6/28: B. Stoneberg writes in support of approving the request with no conditions. E. De Pouli agrees as long as we are not impacting a Chapter's Project. E. De Pouli makes the Motion: to donate the collection of Bugles that were given to us to the BHA with no stipulation on how they can be used. There will be no income to the BCA and no kind of accounting. John will provide and email to Jeff (or letter) stating that these Bugles are theirs, they are responsible for storage, and they can do what they want with them. : assigned # 2015 2016-35

7/10: Motion by E. De Pouli : we table my motion regarding the BHA pending the outcome of the discussions between BHA and Texas Chapter. Assigned motion # 2015 2016- 36, Motion Passed.

8/23: Update received from BHA. May have link to a company who will handle scanning process.

4/5/2017: President Clark reports the BHA wants to move ahead on this. Wants to scan the Bugles, index them, and prepare them for viewing online. The BHA proposes to sell pages of the Bugle, but not complete Bugles.

4/5/2017: Motion by A. Oldfield: that the BCA enter into an agreement with the Buick Heritage Alliance to allow the BHA to digitize the Buick Bugle magazine, from the first issue to today; with the intent of making

these digitized copies available for viewing via the BHA website. Costs for viewing to be determined in consensus with both BCA and BHA. Copies of Bugle shall not be available to download from the BHA site. BCA retains all rights to the Bugle. Any changes to this initial agreement must be made via a consensus of both parties. Any additional needed specifics of this agreement will be discussed by both BCA and BHA and mutually agreed upon.

There will be no cost to the BCA for digitization, or maintaining the digital collection or access. BHA assumes all costs for this project. Assigned Motion # 2016 2017-17.

Discussion follows: E. Depouli (Ed) asks about the Bugle Copyright, and allowing just anyone to copy and print from the BHA pages without any recourse of the BCA. Also what it might cost to do this project ourselves. B. Stoneberg (Bill) offers a rough estimate of 10-15K plus shipping of the magazines. L. DiBarry (Larry) asks about putting the entire digitized file on a thumb drive, similar to the AACA project. Ed advises his non professional research shows our copyright is good for 95 years. He suggests that the BCA ought to do this project and offer the thumb drives to the members of the club as a benefit of membership. Bill points out that to do this project inhouse would require a project manager. Presumably that comes from the BOD, which will increase difficulty as BOD members are constantly changed.

T. Weigand (Terry) makes a motion: that the Buick Club of America send out requests for quotes for having ALL past issues of the Buick Bugle scanned and digitized to be placed on thumb drives and/or CD format. I further move that there should be no less than three separate and different quotes obtained for the best possible pricing. No second recorded.

After which a point of order is raised that we still have the original motion on the table and before we can work on other motions the original one needs to be dealt with. Original motion can either be voted on or withdrawn.

Pres Clark indicates the original motion involved donated Bugles. The current BHA proposal concerns a set they procured on their own, thus asks for the original motion to be withdrawn, to move forward on A Oldfield's (Alan) Motion # 2016 2017-17.

Discussion follows: Ed asks what happened to the discussions with the North Texas Chapter (NTC)? And asserts the Copyrights to the Bugle remain with the BCA regardless where someone gets a copy. Asks for a legal opinion on what we are giving up if we allow anyone to digitize the older copies of the production. It was pointed out that the New Member information has to be blocked from public viewing and download. Pres Clark advises that to his knowledge there are no results from talks with NTC, and reminds all that the issue in motion 2016 2017-17 is to post the Bugles for viewing only, not download or selling. He agrees that the new member information would have to remain private.

4/11: Ed withdraws Motion # 2015 2016-35.

Discussion follows: Ed asks that BHA members recuse themselves from continuing discussion. Terry reiterates that we should do everything possible to preserve the copyright of the Bugle. He asks these questions: "Are they going to let ANY BCA member onto their website and view whatever and whenever they want to see for absolutely FREE? Are they going to let ANYONE onto their website and view their Bugles for FREE? IF they go to the time and expense to get the Bugles scanned and digitized and it's not FREE, they are violating the copyright protection that the BCA enjoys and they owe the BCA a portion of monies collected for the viewing privileges."

4/12: Ed makes the motion: that Alan's motion be tabled until we obtain a legal opinion on what intellectual property rights we are giving up by allowing Bugles to be; A) digitized, B) copied, C) viewed on line by a third party. Assigned Motion # 2016 2017-18 4/13: Voting opens:

Discussion follows: Bill initially votes on motion 2016 2017-18, but his vote is disqualified.

Ed asks for discussion on the motion before a vote. Indicates we should canvass the membership for a qualified legal representative to assist the BOD with legal questions regarding copyright protections. A point of

order is made that we do not need to table 2016 2017-17 because there is no other business to discuss. After which Ed advises he is willing to withdraw 2016 2017-18 and replace it with a new motion as follows “I move that we do not vote on Alan’s motion until we have obtained a legal opinion on the intellectual property issues involved.” Terry moves to second Ed’s motion except he qualifies the action by adding the conditions as follows: “I so second that the Buick Club of America obtain, independent legal advice (an attorney not connected with the BCA or any BCA member) to determine all aspects of copyright enforcement and/or copyright infringement by any entity outside of the BCA. I further state that these are the conditions to the second that you called for in your last sentence in your post Brian.

With no other second recorded Ed’s motion not advanced.

4/13: Pres Clark appoints Ed to head a committee to get a legal opinion on copyright issues. Said opinion must be cost free or a separate request for funds must be made of the BOD before any expense incurred.

Discussion follows: Ed advises he has just learned that Brian Depouli has already scanned issues of the Bugle through 1984, and is willing to donate those files to the Club for viewing on the Members Only section of the website. In addition he is willing to continue the scanning process for free to complete the set. Ed offers to withdraw his motion (#2016 2017-18) if Alan will withdraw his motion (#2016 2017-17) and if the BOD is in agreement to accept Brian’s offer. Alan adds that before he withdraws his motion, he wants to be sure both scanning processes are equal. Alan’s specific questions are “Would both be equally accessible to the BCA membership? Does the BCA want to carry the burden and possible expense of maintaining the database of scanned Bugles, if any? Will Cindy or Pete charge the BCA for work associated with this project if we go that direction?”

In response Ed indicates there is no need for the BHA to scan the Bugles since we have Brian Depouli’s offer to provide this work for free. He also commends the BHA organization for their generous work for the BCA in the past. And he advises he would agree with Alan’s motion (# 2016 2017-17) if the following conditions were added: 1) There needs to be a time limit on the license (to view the Bugle) that we are granting them. I suggest 10-years. 2) There needs to be a benefit to the BCA membership (The consideration). I suggest an annual donation of snacks to the hospitality suite at the national. (No formal \$ amount, just a gentlemen’s agreement.).

4/17: A. Oldfield asks for the BOD’s patience as he has reached out to the BHA to get answers to his questions.

4/25: B. Stoneberg nudges A. Oldfield for new information. Alan responds that the BHA is generating a new proposal

5/10: A. Oldfield seeks to table his motion awaiting additional details on the BHA motion that was received. Per Alan’s discussion, it is believed that the BCA hosting of the digitized copies of the Bugle will involve some expense and that estimated cost is not yet determined.

8/15: R. Vasilow asks about the unfilled Chapter Coordinator position, and recommends that the BOD assists in filling this role within their regions. Alan asks BOD members for recommendations as to nominating a Regional Coordinator.

8/27: A. Oldfield inquires if anyone has knowledge of Texas members impacted by Hurricane Harvey? Bill S. gives a run down on a few members who were okay (including himself) but the Hurricane is not over yet and there are folks in area without any communication whose fate is unknown.

New Business:

**10/4: J. DeFiore motions : To approve the September 2017 BOD Meeting minutes Assigned motion # 2017-2018-6
10/9/2017: Vote closed motion passes unanimously**

10/9: Conference call discussion @ 7pm. Among the issues discussed were the contract renewals for the Bugle Editor, the Art Director, and the Office Managers, as well as several ideas regarding improvements to the Club in way of membership retention and enhancement. See the following Motions:

J. De Fiore: To approve the Bugle Editor, Art Director, and Office Manager Contracts. Assigned Motion # 2017-2018-7. Motion withdrawn.

E. De Pouli: To approve Cindy Livingston's contract as Art Director at the new rate of compensation. Assigned Motion # 2017-2018-8. Passed, 7 yes, 1 abstention.

R. Vasilow: To approve the 2 year extension to Pete Phillips at the requested current rate. Assigned Motion # 2017-2018-9. Passed unanimously.

B. Clark: To approve the Book's 2 year contract extension at the requested current rate. Assigned Motion # 2017-2018-10. Passed unanimously.

10/18: B.. Clark Motions: that we approve their suggested division of funds. Assigned Motion # 2017-2018-11 Motion Passed 8 Y, 1N

10/25: T. Weigand makes a motion: to negate this vote and/or set it aside for the reason that Alan and I spoke about - Standard Operating Procedures are not being followed in regard to distribution of BCA funds. No second is received.

NOTICES:

Recording Secretary : John C. De Fiore 2017/2018

BUICK CLUB OF AMERICA

INTERNET MOTION RESULTS

Date Published : 11/11/2017			File #: 2017 2018-6		
Motion To approve the September 2017 BOD Meeting minutes					
By:	J. De Fiore	10/4/2017	2nd:	B. Clark	10/5/2017
Discussion notes:					

VOTING	YES	NO	Abstain (ABS) / No Vote Cast (NVC)	Date Voting Opened 10/6/2017
Alan Oldfield Pres.				Date voting Closed 10/9/2017
Brian Clark VP	X			
Edward DePouli	X			Date Approved by BOD 11/6/2017
Larry DiBarry	X			
Robert Safrit	X			
Roberta Vasilow	X			
Rick Schick	X			
Terry Wiegand	X			
John De Fiore	X			
John Steed-C.Judge				Judging Issues Only
Bill Stoneberg-CFO				Financial Issues Only
Buick Club Office				

John C. De Fiore: Recording Secretary

BUICK CLUB OF AMERICA

INTERNET MOTION RESULTS

Date Published : 11/11/2017		File #: 2017 2018-8			
Motion	To approve Cindy Livingston's contract as Art Director at the new rate of compensation.				
By:	E. De Pouli	10/9/2017	2nd:	T. Weigand	10/9/2017
Discussion notes: Discussion contained in executive session 1 notes					

VOTING	YES	NO	Abstain (ABS) / No Vote Cast (NVC)	Date Voting Opened 10/9/2017
Alan Oldfield Pres.				
Brian Clark VP	X			Date voting Closed 10/9/2017
Edward DePouli	X			
Larry DiBarry	X			Date Approved by BOD 11/6/2017
Robert Safrit	X			
Roberta Vasilow	X			
Rick Schick			X	
Terry Wiegand	X			
John De Fiore	X			
John Steed-C.Judge				Judging Issues Only
Bill Stoneberg-CFO				Financial Issues Only
Buick Club Office				

John C. De Fiore: Recording Secretary

BUICK CLUB OF AMERICA

INTERNET MOTION RESULTS

Date Published : 11/11/2017			File #: 2017 2018-9		
Motion	To approve the 2 year extension to Pete Phillips at the requested current rate				
By:	R. Vasilow	10/9/2017	2nd:	L. Di Barry	10/9/2017
Discussion notes:					

VOTING	YES	NO	Abstain (ABS) / No Vote Cast (NVC)	Date Voting Opened 10/9/2017
Alan Oldfield Pres.				Date voting Closed 10/9/2017
Brian Clark VP	X			
Edward DePouli	X			Date Approved by BOD 11/6/2017
Larry DiBarry	X			
Robert Safrit	X			
Roberta Vasilow	X			
Rick Schick	X			
Terry Wiegand	X			
John De Fiore	X			
John Steed-C.Judge				Judging Issues Only
Bill Stoneberg-CFO				Financial Issues Only
Buick Club Office				

BUICK CLUB OF AMERICA

INTERNET MOTION RESULTS

Date Published : 11/11/2017			File #: 2017 2018-10		
Motion	To approve the Book's 2 year contract extension at the requested current rate				
By:	B. Clark	10/9/2017	2nd:	R. Schick	10/9/2017
Discussion notes:					

VOTING	YES	NO	Abstain (ABS) / No Vote Cast (NVC)	Date Voting Opened 10/9/2017
Alan Oldfield Pres.				Date voting Closed 10/9/2017
Brian Clark VP	X			
Edward DePouli	X			Date Approved by BOD 11/6/2017
Larry DiBarry	X			
Robert Safrit	X			
Roberta Vasilow	X			
Rick Schick	X			
Terry Wiegand	X			
John De Fiore	X			
John Steed-C.Judge				Judging Issues Only
Bill Stoneberg-CFO	X			Financial Issues Only
Buick Club Office				

BUICK CLUB OF AMERICA

INTERNET MOTION RESULTS

Date Published : 11/11/2017			File #: 2017 2018-11		
Motion	that we approve their suggested division of funds.				
By:	Brian Clark	10/19/17	2nd:	Bill Stoneberg	10/20/17
<p>Discussion notes: It is noted that the motion is qualified by the following statement <u>“The total Profit was \$23,761.57. The NMC moved to divide this amount by giving the BCA NMC account \$10,000 and the remainder to the volunteers (\$13,761) as determined by Kris Syrdal and Bob Starzyck subject to BOD approval.”</u></p> <p>Further discussion regarding the use of the word “Volunteers” and its potential implication resulted in several amendments to the motion’s qualifying statement. The final qualifying statement is : <u>“The total Profit was \$23,761.57. The NMC moved to divide this amount by giving the BCA NMC account \$10,000 and the remainder to the volunteer Chapters and Divisions (\$13,761) as determined by Kris Syrdal and Bob Starzyck subject to BOD approval.”</u></p>					

VOTING	YES	NO	Abstain (ABS) / No Vote Cast (NVC)	Date Voting Opened 10/23/2017
Alan Oldfield Pres.				Date voting Closed 10/25/2017
Brian Clark VP	X			
Edward DePouli	X			Date Approved by BOD 11/6/2017
Larry DiBarry	X			
Robert Safrit	X			
Roberta Vasilow	X			
Rick Schick	X			
Terry Wiegand		X		
John De Fiore	X			
John Steed-C.Judge				Judging Issues Only
Bill Stoneberg-CFO	X			Financial Issues Only
Buick Club Office				

John C. De Fiore: Recording Secretary