

BOD Meeting Minutes: 6/1 – 6/30/2017

Approved : 7/7/2017

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
6/6/2017	The board of directors approve the transition to the Safehold/Chizmark insurance coverage, to be implemented as soon as feasible; with the goal of completing the transition by the end of June.	Amended	2016 2017-20
6/11/2017	that the BCA Insurance Policy specified in the Rules and Regulations of the BCA here-to-fore cover general liability, officer liability, and motorsports liability, when practical and possible.	Passed	2016 2017-21
6/16/2017	To approve the May 2017 BOD Meeting Minutes	Passed	2016 2017-22

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 the 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.

7/29: 2016-7 Budget approval: Due to working with new accountant, the budget is delayed. However it is basically the same with increased amounts for the Insurance and Bugle. Gross Income was \$390,000 for last year. Slight decrease from previous year of \$440,000. The Budget will be delivered ASAP .

10/19: Budget is not yet prepared, but is being worked on.

8/4: Motion by E. De Pouli: that effective the 2017 Board of Directors Meeting, that the maximum travel allowance for members of the Board of Directors be increased from the present limit of \$500.00 to \$700.00 assigned #2016 2017-1: Passed

B. Stoneberg objects to spending Member's money on reimbursement for officer's expenses. Many officers would be at the National Meet anyway. Other discussion centers on: the increased costs to travel to the Meets, and the gap of 9 years since the last increase in expense reimbursement amount.

8/10: Vote Closed, Motion Passed.

9/6: Point of Order called by President Clark. Changes to BCA governing documents cannot be made till notice is posted in the Bugle. Therefore, motion # 2016 2017-1 will serve as the Boards approval of the issue only, and a final vote on approving the change will be held after the notice is published.

9/15: Straw Poll opened to clarify who is eligible for the increased travel allowance. Results indicate; everyone as per SOP #1 is to be eligible for the increased allowance. Bugle notice drafted and no objections received.

8/13: Inquiry regarding what our insurance needs are, to cover racing activities of the Buick Performance Division (BPD) Director Ryder indicates in the past the BPG rented a track for an exclusive day of racing. Liability insurance was secured. The event generally cost 30K, in total, to host and returned an 8K profit. However, exclusive Buick Only racing events are not critical to the BPD. In general we need to determine the liability to the BCA and BPD if we promote any form of racing, even if the participants then go to a regular track and pay the track's admittance fee? Also what liability may exist if there is a fee from the Club for the event? The Office was asked to approach our current insurer and lawyer for advice.

9/14: The Office indicates opinions received from the inquiry. Both opinions trend towards added BCA exposure to liability, if the National, or any Division thereof, organized a racing event. While liability is not a given, two likely outcomes are loss of insurance carrier and legal fees to defend the Club. It is suggested that a committee be established to research further alternatives. Alan Oldfield volunteered to look into the alternatives, since we know other clubs accomplish this. Terry Wiegand advises against pursuing any racing agenda. Ed De Pouli suggests we need to keep developing ideas until something is proposed for a vote.

6/6: A. Oldfield reports that after much searching, he has a quote from Safehold/ Chizam (Safehold) Insurance for a triple coverage policy which covers general liability, officer liability, and motorsport events (with a limit on the number of the latter). This policy is approximately 1K more than the current policy we have and would replace the current policy in entirety. Alan makes the following Motion: the board of directors approve the transition to the Safehold/Chizmark insurance coverage, to be implemented as soon as feasible; with the goal of completing the transition by the end of June. Assigned Motion #: 2016 2017-20 Discussion follows: Alan submits a coverage/cost comparison document for JC Taylor vs Safehold (see Insurance Attachment 1 below). The basic difference is 4Million more in insurance, and coverage for two Motor Sports events per year, for approximately 1K in additional cost. The objective is to provide for racing at BCA sponsored events for those so interested. This would allow the BCA to appeal to Buick folks who are not currently members. Dick S. asks what we lose per year from JC Taylor advertising and the office reports approximately \$2700. However the office believes that can be made up with new advertisers. Ed D. asks if Aan O. is willing to be the lead person for Motorsports activities, to which Alan replied yes , noting we have the Performance Division who would presumably take the lead here. John D. asks if this new coverage is available to the Chapters . Pres Clark advises the program covers two events per year. It was thought that would mean an activity in conjunction with the National and then a second organized by the Performance Division. The Chapters could be involved but that raises the cost by 1K per year. Alan reports that Safehold indicates the Chapter could hold an event based upon Safeholds approval of the event site. John D. Raises the issue of how the motion is worded, specifying a particular vendor vs the general concept of including Motor Sport coverage. 6/11: A. Oldfield amends his motion to : *that the BCA Insurance Policy specified in the Rules and Regulations of the BCA here-to-fore cover general liability, officer liability, and motorsports liability, when practical and possible.* : Assigned motion # 2016 2017-21. Per John D, the effect is to modify the Rules and Regulations of the BCA to include Officer Liability and Motorsports Insurance when it is offered and affordable. It allows the Club to shop around with other vendors when appropriate.

6/12: Vote closed : Motion Passed; unanimous.

New Business:

6/6: Pres Clark announces the Board election results: Oldfield: 502, Vasilow: 483, DePouli: 402, Shaw: 389, Schramm: 355, Brennan: 269, Ryder: 231. Thank you to all for your commitment to the Club.

6/12: Board polled : Does the BOD approve immediate implementation of the Safehold /Chizmark coverage in the attached policy, and concurrent cancellation the JC Taylor policy? : Affirmative votes received from Sweeney,Schick, Di Barry, Stoneberg, Oldfield, DeFiore. No other votes recorded and item passed. Subsequent discussion on how this impacts Riders already issued for current listed events?

6/16: J. De Fiore Motions to approve the May 2017 BOD Meeting Minutes, assigned Motion # 2016 2017-22.

6/19: Vote Closed: Motion Passed: 7Y 1 NVC

NOTICES:

Annual General Membership Meeting to be held Thursday, July 6, 2017 commencing at 7pm.

Annual Board of Directors meeting to be held Friday, July 7, 2017 commencing at 8am.

Both meetings will be held in the Milwaukee Ballroom #1, Sheraton Inn, Brookfield , Wisconsin.

Items for the agenda should be submitted to the Secretary, or any BOD member before July 1st. After July 1st additional items may be submitted during the open floor portion of the meetings.

Recording Secretary : John C. De Fiore 2016/2017

BUICK CLUB OF AMERICA

INTERNET MOTION RESULTS

Date Published : 7/13/2017			File #: 2016/2017-21		
Motion	that the BCA Insurance Policy specified in the Rules and Regulations of the BCA here-to-fore to cover general liability, officer liability, and motorsports liability, when practical and possible.				
By:	A. Oldfield	6/11/2017	2nd:	D. Sweeney	6/11/2017
Discussion notes:					

VOTING	YES	NO	Abstain (ABS) / No Vote Cast (NVC)	Date Voting Opened 6/11/2017
Brian Clark Pres.				Date voting Closed 6/12/2017
Alan Oldfield VP	X			
Edward DePouli	X			
Larry DiBarry	X			Date Approved by BOD 7/7/2017
Robert Safrit	X			
Dick Sweeney	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

Insurance Attachment 1

BCA insurance comparison

Current Policy:

JC Taylor

Coverage:

General liability	\$1M per occurrence/\$2M total
Officers and Directors	\$1M aggregate

Current base premium:

General liability, Directors and Officers
\$6501

Plus annual "bump up" when we increase our coverage to cover the national meet, additional \$1000:

Total annual premium
\$7501

New proposal:

Safehold/Chizmark

Coverage:

- General Liability for the Club of \$1M per occurrence, \$5M total
- Plus \$4,000,000 Excess Liability
- As well as Participant Accident Coverage for the proposed 2 motorsports events.
- Directors and Officers \$1M aggregate

Premium:

\$8514

This coverage is a substantial improvement over the current JC Taylor policy.

- It provides a base coverage of up to \$5 million dollars, vs. a total coverage of \$2M under JC Taylor.
- It provides an additional \$4M in "excess liability" coverage - this is a second policy that kicks in if the base policy coverage is met
- It provides specific coverage for participants, volunteers and member cars for legal liability for damage that occurs to a participant vehicle at a motorsports event. This is a Safehold exclusive, due to their expertise in this field

"Directors and officers" coverage includes directors and officers of BCA; it also includes employers' practices liability, and fiduciary.

This not only covers the BCA board of directors, but also includes individual club's officers.

The BCA office and the individual clubs are covered for misappropriation of funds.

Benefits to the BCA

Provides an avenue for the inclusion of hundreds of new members, and retention of existing members. We hope to attract the community of Buick enthusiasts who participate in motorsports events, but cannot do so under BCA sponsorship. This is a group of several thousand people who enjoy Buicks, but have not considered the BCA.

BUICK CLUB OF AMERICA

INTERNET MOTION RESULTS

Date Published : 7/13/2017			File #: 2016/2017-22		
Motion	To approve the May 2017 BOD MeetingMinutes				
By:	J. De Fiore	6/16/2017	2nd:	L. DiBarry	6/17/2017
Discussion notes:					

VOTING	YES	NO	Abstain (ABS) / No Vote Cast (NVC)	Date Voting Opened 6/17/2017
Brian Clark Pres.				Date voting Closed 6/19/2017
Alan Oldfield VP	X			
Edward DePouli	X			
Larry DiBarry	X			Date Approved by BOD 7/7/2017
Robert Safrit	X			
Dick Sweeney	X			
Rick Schick			NVC	
Terry Wiegand	X			
John De Fiore	X			
John Steed-C.Judge				Judging Issues Only
Bill Stoneberg-CFO				Financial Issues Only
Buick Club Office				