

BOD Meeting Minutes: 11/1 – 11/30/2017

Approved : 12/11/2017

Summary of Motions:

Date:	Motion	Vote	File #
4/5/2017	<p>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.</p> <p>BCA retains all rights to the Bugle. Any changes to this initial agreement must be made via a consensus of both parties.</p> <p>Any additional needed specifics of this agreement will be discussed by both BCA and BHA and mutually agreed upon.</p> <p>There will be no cost to the BCA for digitization, or maintaining the digital collection or access. BHA assumes all costs for this project.</p>	Pending	2016 2017-17
4/12/2017	<p>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</p>	Pending	2016 2017-18
7/7/2017	To require National Meet budgets be approved in advance by the BOD.	Tabled	2016 2017-26
10/31/2017	I Move to accept these minutes into the record.	Passed	2017-2018-12
11/26/2017	<u>That the BOD approve up to six thousand dollars(\$6,000.00) to increase the Bugle cover by an additional page dedicated to Club news, notices and matters.</u>	Pending	2017-2018-13

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.

New Business:

10/31: B. Clark Motions : I Move to accept these minutes into the record. Assigned motion # 2017-2018-12: Voting opened 11/3/ and closed 11/6: Motion approved unanimously. Note: the motion concerns the separate minutes for the BOD Executive session, the conference call on 10/9, and the general minutes for the rest of the month of October 2017.

11/1: T. Wiegand forwards a note of support for Larry Schramm's Editorial to the BOD. Terry remarks on chronological parking in his discourse as follows: " All, I just got this note from Dean and I wanted to pass it along to all of the other board members. Here it is in writing from a prominent Buick enthusiast, Pre-War Newsletter editor, and Buick Heritage Alliance Award Recipient that he likes the idea of chronological parking of meet attendee vehicles on the show field. This is not just Terry Wiegand, Larry DiBarry, Mark Shaw, Larry Schramm, and on, and on ,and others that are wanting to see common sense prevail on a BCA national meet show field. NO SIR, there is a groundswell of support for this and I personally feel that it is this attitude that is causing non renewal of memberships. This club in this writers humble opinion has gotten so far away from the founding principles of fun, enjoying friendships, and talking about and sharing old Buicks that it is slowly killing the interest in being associated with The Buick Club of America. Again, in this writer's humble opinion, trailer queens and judging is the all important thing in this organization, OH, and we cannot forget the money interest either. It shouldn't cost an arm and a leg to have fun with one's friends. Terry Wiegand"

11/12: The Office forwards a letter of thanks from the Alzheimer's Foundation for our contribution.

11/20: President Oldfield reports on outreach efforts at Muscle Car and Corvette Nationals in Chicago. Some new members were signed up on the spot, and dozens of applications were handed out along with exhausting a supply of extra Bugles. Honors mentioned for Roberta Vasilow, Joy Oldfield, and Mike and Nancy Book in this effort. Like the outreach at Hershey this seems to be a place for making solid contact with members and potential members. If there are other opportunities like this please let Allen know.

11/28: J De Fiore motions: That the BOD approve up to six thousand dollars(\$6,000.00) to increase the Bugle cover by an additional page dedicated to Club news, notices and matters. Assigned Motion # : 2017-2018-13: Discussion follows: Roberta suggests the motion is premature, and we need a formal proposal and cost estimate from the Bugle Editor. It was pointed out that this is based on an estimate from the printers secured by C. Livingston. Ed D. asks for information on what it would cost to add pages directly to the magazine. Cindy L. responds it would be more expensive and can get a quote if we really need it. Bill S. adds that due to the printing process it is most cost effective to increase the magazine to 64 pages. Cindy L. said we could add 8 pages like we do for the national meet issue. Alan O. asks Bill S. for an impact estimate on the Budget if this was approved. Bill S. responds : this expense would put our budget projections at a net loss of \$900 for the fiscal year. However as of September, the end of the 1st quarter, we are already at a net loss of \$1,400. John D.. points out that the motion is split over two fiscals, so even though the motion calls for \$6K, it is actually \$3K for the remainder of this fiscal. Terry W. objects to the cost and asks why we can't just use the president's message column. John D points to brevity and dictating what the President must say as negatives. Ed D. suggests he is in favor of giving Members more information but it would be better if we could do it without adding to the costs. Alan O. adds agreement with giving members more information and doing so with no added expense. He calls for not impeding future president's prerogative for what to write each month but he will make that a key consideration while writing his columns. He also asks for Pete Philips thoughts on how additional BOD activities can be added to the Bugle.

11/30: Received the following e mail from member Mark Shaw:

November 30, 2017

To BCA Board of Directors (BOD)

From Mark Shaw

National Director

BCA PreWar Division (PWD)

durcodude@comcast.net

Subject: National Meet Parking for Prewar Buicks

In keeping with BCA Standard Operating Procedures, I hereby notify the BOD of our intent to park all PWD Buicks in chronological order at all future BCA National Meets.

During registration for a BCA meet, BCA members may join the PreWar Division at no charge and park chronologically regardless of judging classification. Due to the limited number of participants and only four judging classes for prewar cars, I am confident that this will not significantly affect judging procedures. I will be glad to coordinate with the National Meet Director to accomplish this. Hopefully, this will resolve the long standing issues our members have had with previous National Meet parking requirements. Please respond to the writer via email with any questions or concerns.

Procedure #5

Buick Club of AMERICA Standard Operating Procedures:

- 4.1 National Meets: Members of a Division are encouraged to present their cars at the annual BCA National Meet.
- 4.1.1 There may be a class or classes for the Division's cars on the show field.
- 4.1.2 The Division will develop the method by which the Division's cars are judged and by which awards are presented to cars in that Division.
- 4.1.3 The Division's officers are encouraged to work in conjunction with the host National Meet Director to organize other activities at the National Meet related to their member's area of interest, such as: seminars about the cars, their features, maintenance and operation requirements, etc.

NOTICES:

BUICK CLUB OF AMERICA

INTERNET MOTION RESULTS

Date Published : 12/17/2017			File #: 2017 2018-12		
Motion I Move to accept these minutes into the record.					
By:	B. Clark	10/31/17	2nd:	J. De Fiore	11/1/17
<p>Discussion notes: 10/31/17, President A. Oldfield writes: Here are three sets of minutes for the month of October. Included are: Two sets of minutes from out Oct 9 call - executive session, and regular session and NEW are the minutes of all other activities from the month of October. This is everything for the month of October....Looking for a motion/second to approve. Subsequently B. Clark makes the motion. No discussion received.</p>					

VOTING	YES	NO	Abstain (ABS) / No Vote Cast (NVC)	Date Voting Opened 11/3/2017
Alan Oldfield Pres.				Date voting Closed 11/6/2017
Brian Clark VP	X			
Edward DePouli	X			Date Approved by BOD 12/11/2017
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				