



# **BUICK CLUB OF AMERICA**

P.O. Box 401927 • Hesperia, California • 92340-1927

Buick Club of America

## **BOARD OF DIRECTORS MEETING MINUTES**

California Credit Union League  
Pomona, California  
November 23, 1996

### **1.0 CALL TO ORDER**

A meeting of the Board of Directors (hereinafter the Board) was called to order at 12.35 p.m., November 23, 1996, by Al Eichelberger, President. Bill Anderson, Secretary served as recorder.

Officers and Directors Present:  
Al Eichelberger, President  
Terry Dunham, Vice President  
Bill Anderson, Secretary  
Lyle Marshall, Treasurer  
Bruce Andren, Director  
Ron DeGroff, Director  
Carol Derbin, Director  
Dick Schoppe, Director

A quorum was present. Director Dick Bury was absent.

Attending the meeting were Val Ingram, Office Manager, Chuck Koch, *The Buick Bugle* Editor, Joel Gauthier, Accountant, Mac Blair, Chief Judge, and BCA Members Bruce Collin, Helen Hutchings, Ed Ingram, and Bill Schoening.

## 2.0 APPROVAL OF MINUTES

The draft of the Minutes of the September 21, 1996 Board Meeting was reviewed. The following corrections were made (words added in boldface, words removed are stricken through):

page 4 -- the statement regarding "specifications in the Bugle Editor's report was revised to read,

"*bid* specifications are being prepared ~~and bids~~ for printing the 1997 volume and will be ~~taken~~ mailed in November."

page 11 -- the resolution regarding the Bombsight Homepage was revised to read,"

"RESOLVED -- Director Andren will ~~meet with~~ **contact** Los Angeles Chapter officers to obtain changes required, i.e., removal of BCA logos and copyrighted information and any references implying that the Bombsight Homepage is an official BCA Homepage, and report to President Eichelberger the results of such ~~meeting(s)~~ **contact(s)**; and"

page 15 -- the statement regarding the Hershey Car Show was revised to read,

"Director DeGroff reported that BCA will have a space at the 1996 AACA Hershey Car Show as in years past ~~courtesy of~~ **coordinated by** the Finger Lakes Chapter and that all who attend are welcome to stop by and help with publicizing BCA."

With the foregoing changes incorporated, the Board acted to approve the minutes of the September 21, 1996 meeting.

RESOLVED -- The Minutes of the Board of Directors Meeting of September 21, 1996, are approved as amended.

Motion by: Dick Schoppe  
Second by: Terry Dunham  
Vote: Yes: 7, No: 0

It was agreed that the original draft of the Minutes would not be revised. Rather, the Minutes of the meeting in which the prior meeting Minutes are approved will indicate the changes made as part of the approval action.

Secretary Anderson volunteered to make complete copies (including all Appendices) of the Meeting Minutes for all Board Members and to provide another complete set for the

Office Manager's use and record file. This will provide complete and timely information for the Board and minimize expense for BCA and demands on the Office Manager's time. Chapters wishing copies of the Minute Appendices can obtain them from the Office Manager.

### **3.0 OFFICE REPORT**

Office Manager Ingram reported on recent financial activity and deposits. She noted the following:

- she has received 10 Chapter inquiries since the Board last met;
- Roster cards are still being received and are being updated in the database; and
- Appendices to the September Minutes had been requested by 3 people.

She reported that the warranty on the copier machine expires December 9, 1996. It needs to be protected by a maintenance agreement or the machine could be upgraded to a new machine complete with warranty. Purchasing a maintenance agreement for the existing machine is recommended.

RESOLVED -- The Office Manager is authorized to execute a one-year maintenance agreement for the copier at a cost of \$456.00

Motion by: Terry Dunham  
Second by: Bruce Andren  
Vote: Yes: 6; No: 0

### **4.0 EDITOR'S REPORT**

Editor Chuck Koch reported that a computer technician evaluation of the computer he uses found that current data storage needs can no longer be accommodated by the existing 85 meg hard drive. The technician recommends installing a new hard drive with a capacity of 850 megs accommodate current publishing needs.

RESOLVED -- The Editor is authorized to purchase an expansion for The Bugle's computer hard drive for an amount of \$150.

Motion by: Bruce Andren  
Second by: Terry Dunham  
Vote: Yes: 6; No: 0

Editor Koch reported that the cost of the October 1996 issues of *The Buick Bugle* was less due to economies associated with the National Show issue. He also reported that G. G.

Glazier, a member, had written to complain of the large number of "fish-eye" photos used in the National Show coverage. He noted that such photos add visual interest to the magazine, but perhaps the 1996 October issue used more than normal; he will discuss the complaint with Jeff Strane.

Koch reported that the current issue of *The Buick Bugle* provides the club's position on the Turning Point Press matter. It appears that those who submitted prepaid orders have lost their money. He has learned that Mr. Bonsall was also working on a book for Stutz and, in that case, the Stutz Club has taken over the project and is completing the book so that the orders can be honored. Their circumstances are different than BCA and there is nothing that BCA can do beyond reporting the improper activity to all appropriate authorities which he has done.

Bids for designing and printing *The Buick Bugle* have been sent to persons/companies who have expressed interest, the incumbents, and other local providers. Bids are due January 3, 1997.

He reported that he has received 34 Chapter logos which will be printed on the cover of the 1997 Directory; of these, 24 are approved form. Chapters that have not submitted their logo should do so soon as work on the Directory is already underway. Ten chapters are using logos which have not been approved by the BCA Board of Directors. These logos were examined by the Board.

RESOLVED -- The logos of the following BCA Chapters: Central Ohio, Hawkeye, Lone Star, Niagara Frontier, Northeast Ohio, Philadelphia '76, Puget Sound, Rock Valley, and Yankee are approved.

Motion by: Carol Derbin  
Second by: Lyle Marshall  
Vote: Yes: 7; No: 0

RESOLVED -- The logo of the Rivertown Roadmasters Chapter is approved contingent upon the addition of the words, "Buick Club of America" to the logo.

Motion by: Dick Schoppe  
Second by: Terry Dunham  
Vote: Yes: 7; No: 0

Ken Wickham wrote to Editor Koch offering to write technical articles for *The Bugle* if listed as a Technical Advisor. He occupies a similar position with the Pontiac Club. Director Schoppe and others noted that there are probably plenty of BCA members who would serve as technical advisors and that BCA should not limit "technical advisor" to just one person.

RESOLVED -- The BCA Board of Directors supports the concept of technical advisors and will move toward creating a technical advisory group for the BCA and invite volunteers from the membership.

Motion by: Terry Dunham

Second by: Bruce Andren

Vote: Yes: 7; No: 0

## **5.0 TREASURER'S REPORT**

Treasurer Marshall presented financial statements for BCA as of October 31, 1996 which were prepared by BCA's accountant. Revenues to date are approximately \$1500 less than budgeted and expenses are underrunning the budget by \$13,000, primarily due to less than expected cost for The Bugle. Therefore, the BCA is developing a surplus over that budgeted by \$13,400. However, anticipated expenses will consume this current excess. As of October 31, 1996, BCA has a Fund Balance of \$51,361 of which all but \$8,559 is encumbered. All of these reports, together with financial statements for the month ended September 30, 1996, is included in Appendix A to these Minutes.

RESOLVED -- The Treasurer's Report is accepted.

Motion by: Terry Dunham

Second by: Carol Derbin

Vote: Yes: 7; No: 0

## **6.0 ACCOUNTANT'S SPECIAL REPORT**

Accountant Joel Gauthier, having completed the examination of BCA financial management practices authorized at the September meeting of the Board, reported to the Board. He noted that his examination did not conform to the strict requirements of an audit, he had examined those matters which an audit would address. This approach, he noted, saved BCA considerable expense.

His report encompassed the following areas and notes distributed during the presentation related thereto are included in Appendix B to these Minutes:

- Management of Receipts
- Management of Disbursements
- Internal Controls
- Office Manager Status -- Independent Contractor or Employee
- Unrelated Business Income

He reported that generally, management of receipts and disbursements were acceptable, but certain practices should and could be improved. To provide better internal financial controls he recommended that:

#### DISBURSEMENTS

"1. Revise form for petty cash disbursements to clearly identify transaction as such. Treasurer should indicate on check stub that check is to reimburse petty cash." He observed that current practice could lead others to infer that there were supplemental payments being made to the Office Manager."

"2. President (or second check signer) should receive a copy of the invoice or other support for disbursement. Copy does not need to be retained." President Eichelberger and Treasurer Marshall reported that this recommendation is already implemented."

#### RECEIPTS

"1. Editor should send list of individuals or companies paying for ads to support deposit. Treasurer should randomly trace payment to actual ad in *The Bugle*."

"2. Office Manager should separate the process of depositing and recording cash from the deadlines for *The Bugle*. The use of batch number can be the "crosswalk" between deposits and subscription period."

"3. A greater percentage of the Club's cash balance should be invested in instruments that provide interest or dividends."

"4. The Club's Treasurer should be bonded and the Office Manager (as a contractor) should provide errors and omissions and theft coverage."

"5. The Club's Accountant (or Treasurer) should periodically compare the Club's membership statistics with those maintained by Superior Direct (the database contractor)."

The Board discussed the management of cash in hand, but not needed for monthly current month expenses and current banking relationships. Currently, these monies are invested in a savings account and a mutual fund. It was noted that the banks currently used for regular deposit are inconvenient for staff. While Office Manager Ingram is agreeable to making weekly deposit of receipts as opposed to monthly, Editor Koch contends that the current bank time requirements prevent him from making frequent deposits.

RESOLVED -- A special Financial Committee is created composed of Ron DeGroff, Chair, and Lyle Marshall, Bruce Andren, and Ed Ingram

FURTHER RESOLVED -- This Committee shall examine all current BCA banking relationships and BCA investment practices and report to the Board on its findings and recommendations for change as appropriate.

Motion by: Terry Dunham  
Second by: Carol Derbin  
Vote: Yes: 7; No: 0

RESOLVED -- BCA will buy a blanket position bond for the Board in the amount of \$300,000 at a cost of \$250/annum.

FURTHER RESOLVED -- If investigation by Bruce Andren determines that coverage as recommended by Accountant Gauthier can be obtained for Independent Contractors, purchase of same is authorized if the cost does not exceed \$250/annum.

Motion by: Terry Dunham  
Second by: Ron DeGroff  
Vote: Yes: 7; No: 0

Anderson asked Gauthier his overall opinion regarding BCA internal financial controls. Gauthier advised that if his recommendations are implemented, than the financial controls are adequate at this point in time.

Gauthier advised that Board that after reviewing all matters pertaining to the relationship between Val Ingram, Office Manager, and the BCA and; applicable IRS regulations; and practices in other car clubs, it was his opinion that Ms. Ingram was an independent contractor as defined by the IRS.

RESOLVED -- The BCA Board of Directors affirms continuing the relationship with Val Ingram, Office Manager, and Chuck Koch, Bugle Editor, as independent contractors based on Accountant Gauthier's review and opinion of the facts and circumstances pertaining thereto and his opinion that such action is within the Board's discretion.

Motion by: Dick Schoppe  
Second by: Terry Dunham  
Vote: Yes: 7; No: 0

RESOLVED -- In preparation for the 1997-1998 BCA Fiscal Year, the Committee of Eichelberger, Dunham, Anderson, and Marshall shall prepare new contracts for the Office Manager and Bugle Editor positions and provide a draft of said contracts to the incumbent Office Manager and Bugle Editor for review and comment by the January meeting.

FURTHER RESOLVED -- The Committee is authorized to obtain legal review of these agreements before they are presented to the Board for adoption.

Motion by: Dick Schoppe  
Second by: Terry Dunham  
Vote: Yes: 7; No: 0

Accountant Gauthier next reported on the potential liability of BCA for taxes on income received by The Bugle for advertising. He noted that much of the advertising income received by BCA is for ads which contribute to the purpose of BCA and that in his opinion of applicable tax law that such income is exempt. However, certain ads are not directly related to BCA's purposes and accordingly tax should be paid on such ad income.

RESOLVED -- The BCA Board of Directors shall develop a Standard Operating Policy (SOP) which defines criteria for tax-exempt advertising and taxable advertising as soon as practicable.

Motion by: Bruce Andren  
Second by: Dick Schoppe  
Vote: Yes: 7; No: 0

The Board extended its deep appreciation to Joel Gauthier for the service and advice he provided the BCA through this special assignment.

## **7.0 CHAPTER COORDINATOR'S REPORT**

Director Derbin (Chapter Coordinator) reported that she had contacted the Blue Grass, Mason-Dixon, and Three Rivers chapters regarding the action taken at the September 1996 meeting of the Board of Directors to rescind the charters of these Chapters. Local representatives are in agreement with this actions.

The Chapter Coordinator's report was accepted without objection.

## **8.0 REGIONAL COORDINATOR'S REPORT**

Director DeGroff (Regional Director) reported on the BCA space at the Hershey Car



Show which was operated by the Finger Lakes Chapter under the leadership of Wray B. Kniffin. Forty plus new members were secured. The space was staffed by several volunteers including Jack Welch, Bill & Annette Biché, Roger Morrow, Scoot Heise, Bob Safrit, Christina Landry, Cindy Gerberich, Joel Gauthier, Ron DeGroff, Warren Patterson, Duffy Bell, Bob Peterson, and Larry Schramm. A complete copy of Mr. Kniffin's report is included in Appendix C to these Minutes.

RESOLVED -- BCA encourages the Finger Lakes Chapter to make arrangements for a BCA space at the 1997 Hershey Car Shows and agrees to contribute \$500 to defray the associated costs.

Motion by: Bill Anderson  
Second by: Dick Schoppe  
Vote: Yes: 7; No: 0

It was also suggested that BCA explore providing an item with the BCA name imprinted, such as pens, to give away to those who visit the booth.

RESOLVED -- The BCA Board of Directors shall present a Certificate of Appreciation to Wray B. Kniffin for his efforts in providing a booth for BCA at the Hershey Auto Show.

Motion by: Terry Dunham  
Second by: Lyle Marshall  
Vote: Yes: 7; No: 0

DeGroff also reported that Regional Director position for the Golden West Region is vacant. However, he is working to identify a replacement.

The Regional Coordinator's report was unanimously accepted.

## **9.0 CHIEF JUDGE'S REPORT**

Chief Judge Mac Blair addressed the Board regarding several items regarding car show judging.

The possibility of providing additional opportunities for BCA members to acquire training and experience with using the 400-point judging system at regional shows overseen by experienced BCA volunteers was discussed. It was agreed that Blair would explore this concept and report his findings to a future meeting of the Board.

Blair reported on a judging problem that occurred during the 1996 National Car Show regarding a 1946 Buick equipped with compound carburetion. He was authorized to resolve the problem.

Blair reported that there is problem with keeping track of winning cars at BCA Nationals. He suggested that this problem could be corrected by having the owner supply VIN, Engine, and Body numbers as part of the registration process. The practicalities of obtaining this information were discussed.

RESOLVED -- Persons entering cars for judging at BCA Nationals must supply VIN, Engine, and Body numbers for such cars and such data is to be incorporated in Show records. The Host Committee shall determine the best means of acquiring this information.

Motion by: Bill Anderson  
Second by: Terry Dunham  
Vote: Yes: 7; No: 0

The Board and Blair reviewed his prior recommendation for the implementation of a Judge Recognition Program including special pins, publication of each judge's judging experience in The Buick Bugle, special judging award pins, and publication of each judge's experience on the Judge's Roster distributed at each show. Refer to Appendix D for a copy of Blair's 1995 letter to BCA President Dorran Smith.

RESOLVED -- Chief Judge Blair is to develop a detailed proposal for a Judge Recognition Program for action at the March 1997 meeting of the Board of Directors. He shall provide a draft of the program to the Board for discussion at its January 1997 meeting.

Motion by: Terry Dunham  
Second by: Ron DeGroff  
Vote: Yes: 7; No: 0

Board members with interest in this program were encouraged to provide their ideas direct to Chief Judge Blair by December 1, 1996.

Blair reported that he had acquired detailed data on 100 of the 172 cars which had been given a Senior Award since the award was established. He also presented a letter from Bruce Collin discussing various options for the "Almost Complete" project (refer to Appendix D). This effort may be transcended and/or aided by the progress being made on the monographs for judging guidance. Anderson distributed a current draft of the monograph he is preparing for 1941 Buicks. No definitive action was taken.

## **10.0 GENERAL EXEMPTION NUMBER APPLICATION**

Helen Hutchings and Director Derbin reported that their efforts, assisted by Joel Gauthier, to collect chapter information required to complete the application to the IRS for a General Exemption Number (GEN) are nearing completion. The Golden West Region is still

outstanding due to a vacancy in the Regional Director position. But, it is hoped that the application will be filed by January 1, 1997.

## 11.0 MARCH BOARD MEETING/SLOAN MUSEUM PROPOSAL

Vice President Dunham reported on his efforts to arrange a meeting for the Board in Flint, Michigan in March. He also reported on interest by the Sloan Museum in Flint for developing a Buick Archives in conjunction and with the assistance of BCA. A copy of his report is included in Appendix E.

RESOLVED -- The BCA Board of Directors extends an invitation to Steve Germann, Director, Sloan Museum to attend the January 1997 meeting of the Board of Directors to discuss his ideas for a BCA Archives with the Board.

Motion by: Bruce Andren  
Second by: Lyle Marshall  
Vote: Yes: 7; No: 0

RESOLVED -- The regular March meeting of the BCA Board of Directors shall be held March 22, 1997, in Flint, Michigan with local arrangements to be coordinated by Vice President Dunham in conjunction with Buicktown Chapter Director Del Cutter.

Motion by: Terry Dunham  
Second by: Lyle Marshall  
Vote: Yes: 6; No: 1; Abstention 1

## 12.0 STRATEGIC PLAN DEVELOPMENT

Secretary Anderson presented a detailed proposal for a survey of BCA members to acquire information to be used in the preparation of a Strategic Plan to guide Club activities and operations. A complete copy of his proposal is included as Appendix F to these Minutes.

Anderson noted that he had arranged for computer tabulation and analysis of the survey data at no cost to the BCA. However, to survey a sample of sufficient size, 25 percent of the membership, would cost about \$2000. The full membership could be surveyed with an insert in combined mailing of *The Buick Bugle* and 1997 Directory for about \$900. After discussion it was agreed that all members should be surveyed using the combined mailing method. He suggested that with this delivery method a preliminary assessment of survey results could be available for presentation to the 1997 General Membership meeting in St Louis.

Anderson's proposal included draft forms for surveying members and separate survey forms for Chapter and Regional Directors. The forms were discussed and the Board provided comments to Anderson on their content.

RESOLVED -- Secretary Anderson is to submit a draft of the Member Survey form in final format for review and action at the January 1997 Board of Directors Meeting. Directors are to provide personal suggestions to Anderson by December 15, 1996.

Motion by: Terry Dunham  
Second by: Carol Derbin  
Vote: Yes: 7; No: 0

### **13.0 INTERNET RELATED MATTERS**

#### **13.1 BCA HOMEPAGE**

President Eichelberger reported that the official BCA homepage, as authorized by the Board in July, is operational. President Eichelberger demonstrated the homepage on Ed Ingram's computer to the Board. The address is <http://www.buickclub.org>.

#### **13.2 CHAPTER HOMEPAGES**

Requests were received from the Minuteman and West Michigan Chapters for approval of their homepages. Refer to Appendix G to these Minutes.

RESOLVED -- The homepages of the Minuteman and West Michigan Chapters are approved.

Motion by: Bruce Andren  
Second by: Terry Dunham  
Vote: Yes: 7; No: 0

#### **13.3 AFFILIATED CLUBS HOMEPAGE LINKS**

It was reported that the Compact Club has an operational homepage.

RESOLVED -- The BCA homepage shall be linked with homepages of other recognized Buick Clubs when and as these clubs establish homepages.

Motion by: Bruce Andren  
Second by: Dick Schoppe  
Vote: Yes: 7; No: 0

#### **13.4 ANTIQUE AUTOMOBILE CLUB OF AMERICA**

President Eichelberger reported that AACA will discuss linking its homepage with the BCA homepage when its meets February 1997.

#### **13.5 BOMBSIGHT HOMEPAGE**

President Eichelberger and Bruce Andren reported that the Bombsight homepage of the Los Angeles Chapter has complied with the Board's request to remove BCA copyrighted material.

#### **13.6 FREE HOMEPAGE SERVICE**

Peter Gariepy, operator of the BCA homepage site, offered to post the homepages of BCA Chapters and Regions on the BCA site without charge. However, those wishing to take advantage of this offer must submit all materials in electronic form, e.g., MicroSoft Word, etc., and if more than four pages it must be in HTML format.

Motion by: Bruce Andren  
Second by: Terry Dunham  
Vote: Yes: 7; No: 0

#### **14.0 ST. LOUIS 1997 NATIONAL MEET**

Meet Co-Chair provided a progress report on the 1997 Nationals. Currently there are 63 registrations, but all rooms in the host hotel have been reserved (in the first 5 weeks). The show has assembled over \$10,000 -- \$4400 in registrations, \$5000 from t-shirt sales, and a sizeable donation from the North Texas Chapter. In addition, there are promises totalling \$6000 in donations and the forecast of merchandise sales is \$4000. The only problem on the horizon is sufficient volunteer staff. Help has been requested from the Chicagoland and Fireball Chapters. Trophy design is still in development and they are still searching for a raffle grand prize.

#### **15.0 HEARTLAND REGIONAL**

RESOLVED -- The 9th Annual Heartland Regional to be hosted by the Dairyland Chapter and held August 20-23, 1997 in Green Bay, Wisconsin, is approved.

Motion by: Dick Schoppe  
Second by: Terry Dunham  
Vote: Yes: 7; No: 0

## 16.0 CORRESPONDENCE

President Eichelberger reviewed other correspondence received and correspondence he had initiated on behalf of BCA not otherwise addressed in these Minutes.

Letters were received from those listed below. Appropriate responses to each will be prepared by the President or Vice President; exceptions to this general procedure are noted. Copies of these letters are included in Appendix H to these minutes.

**Keith Bleakney**, Director Appalachian Chapter - BCA membership requirement for Chapter membership

**Larry Pruegner**, Director Rocky Mountain Chapter - Address change and information on BCA policy regarding the American Automotive Heritage Foundation

**Steve Biddlecombe**, member - Request for information on 1958 Buicks

**John Westfall** - Response to Al Eichelberger's letter

**Association of California Car Clubs** - Report on California air pollution control regulations

**James H. Jaeger**, Director Fireball Chapter - Requirement of BCA membership for Regional Show participation

**Richard C. Hamrick**, member - Report on Northern Virginia Chapter operations

## 17.0 ADJOURNMENT

RESOLVED -- The September November 1996 meeting of the Board of Directors is adjourned at 10:35 p.m. PDT.

Motion by: Dick Schoppe

Second by: Lyle Marshall

Vote: Yes: 7; No: 0

Respectfully submitted,

Bill Anderson  
Secretary