

**Buick Club of America
Board of Directors Meeting Minutes**

**California Credit Union League
Pomona, California
November 15, 1997**

1. Call to order

The November 15, 1997 meeting of the Board of Directors (hereinafter the Board) was called to order at 11:10a.m. by President Eichelberger. Bill Schoening served as recorder.

Officers and Directors Present:

Al Eichelberger, President
Roberta Vasilow, Vice President
Bill Schoening, Secretary
Bill Anderson, Treasurer
Dick Bury, Director
Ron DeGroff, Director
Carol Derbin, Director
Joe Taubitz in attendance as proxy for Terry Dunham, Director
Dick Schoppe, Director

A quorum was present.

Also in attendance were the following:

Val Ingram, Office Manager, Chuck Koch, *The Buick Bugle* Editor, George Lux, Orange County Chapter Director, and BCA members Ed Ingram and Bruce Andren.

2. Minutes Corrections:

Derbin noted the following items need to be changed in the minutes of the September meeting:
The minutes are not in the order that the meeting was conducted.

RESOLVED: Rearrangements from the agenda should be reported in the minutes with deviations noted. Agenda items are to be grouped by topic with the agenda and actions so noted.

Motion by: Schoening

Second by: Schoppe.

Vote: Yes: 8, No: 0

Page 4: The following dates were added to the meeting location list:

February 21, 1998 Atlanta

May 16, 1998 Flint

July 12, 1998 National meet

October 3, 1998 Fingerlakes/Rochester area, New York.

Resolved: Votes by President to split ties should be noted.

Motion by: Anderson

Second by Taubitz

Vote: Yes:8, No:0

Page 5: Schoppe added, He does not want the Flint folks to feel bad about his comments concerning going back to Flint

Page 6: Vote at bottom of page should show the president voted in favor or against.

Page8: Under approval of recommended budget: Bill Anderson was given authorization to INVESTIGATE a BCA affinity card. Not set up.

Derbin takes exception to Anderson buying items for the BCA stockroom.

Bury noted that Buick has a catalogue of items they sell.

(Note: Buick has contracted with an outside company Swingster, which produces and markets all Buick items available to Buick dealers and others for purchase.)

Anderson said he is working with Buick and the contractor to make some of these items available through the BCA. The intention is to use drop shipment and consignment whenever possible to minimize both up front costs and storage costs.

Val is worried about space for all the items.

Derbin is worried that Anderson is too free to set this up.

Eichelberger: The budget gives Anderson authority .

Vasilow feels instructions to the Treasurer should be clarified.

Resolved: Bill Anderson and Val are authorized to add merchandise to the BCA stockroom as shown in the approved.FY. 1998 budget.

Motion by Schoening

Second by: Vasilow

Vote: Yes:8 No:0

It should be noted that the "contracts" agenda item was done before the Treasurer's report.

Page 10: It should be noted that the "Judging" agenda item was split to accommodate key Judging Personnel scheduling conflicts. The first part was presented before the Treasurer's report.

The motion for the Senior award should state: It is the decision of the Board to support Mac and Rick's position that the Senior Award and Badge stays with the car.

Resolved: To approve the Minutes of the Board of Directors Meeting of September 27, 1997 as amended.

Motion by: Anderson

Second by: Bury

Vote: Yes:8, No:0

3. **Error and Omissions Insurance** (This was moved above the Treasurer's Report in the agenda to allow Bruce Andren to leave when finished)

Bruce talked about the insurance from JC Taylor and Grundy. He feels more comfortable with Grundy. Their policy is designed specifically with clubs and museums in mind. It would cover the Boards needs as well as chapter needs. This would replace the present policy.

Resolved: Bruce Andren is authorized to obtain the necessary information from Val and the Directors to obtain a quote from Grundy Insurance. He will submit a written insurance proposal and submit in writing to the Board in February for action.

Motion by: Bury

Second by: Schoppe

Vote: Yes:8, No:0

Remaining discussions: Anderson: Asked if members were covered including their cars? Andren: No, the insurance covers neither BCA members or cars only 3rd party.

Val: Noted that the peak time insurance requests are needed is from March to August so we need to keep track this if we make a policy change. We will have to send revised insurance coverage forms to replace those already issued.

Bruce Andren brought up the discussion of the Road Board Meetings: (Which was not on the agenda)

Andren feels this is not a good idea based on the Chicago meeting. Do the members know what really goes on at a meeting. The Board should meet here in Calif. With Val and Chuck?

Bury: Flint was good, Chicago did not go as well. Rick did a lot of work for this meeting. The hotel was a long way away. Members left slowly and all the work fell on Rick including cleanup. Quoted items from Jim Jeager's letter. We are remiss to move future meetings around. We should not be going to Flint again.

Andren: Worries we may have a problem with the Calif. Corporation Commission.

Taubitz: Reason the Board is going back to Flint is because of Buick, the Sloan and the Archive And Museum. It is to our advantage to support this operation.

Bury: We might want to move the archives to another city. It is too premature, the Foundation is not set up yet.

Taubitz: Buick is going with the Sloan no matter what.

Bury: Feels we need the Foundation first.

Eichelberger: Board members who wish to discuss this item should submit a request in writing prior to 1-20-98 to be placed on the agenda for 2-21-98 Board meeting.

4. Treasurer's Report:

4.1; The Financial report:

Bill Anderson gave out the Financial Report Review for 1996-97 that will be incorporated in *The Bugle* in January. See appendix 1

Anderson: The tax returns were prepared by Gauthier and filed by Anderson on time. Copies of the tax returns are available if anyone wants a copy. Derbin requested a copy.

Anderson will question items submitted for payment by all vendors/Directors as necessary. He wants a policy about approved expenses by Board members for phone bills

Val: Asks Board members to call BCA members about car questions. What should the policy be?

Bury: Feels we should not be paid.

Anderson: He would not pay Schoppe's phone bill until he knew the purpose for the calls. It should be noted that faxes are on the phone bills.

DeGross: Tries to keep good records and keep things separate.

Vasilow: Feels no one will abuse this.

Derbin: She gets calls all the time.

Schoppe: Feels the expenses can mount up. Feels we should be honest and allow us to make decisions.

Vasilow: Feels we should not have a limit.

Resolve: Board members will be paid phone expenses on a quarterly basis up to \$150.00 per year per Board member. This does not change the policy for officers, Chapter Coordinator, or Regional Coordinators.

Motion by : Bury

Second by: Taubitz

Vote: Yes:6, No: 2

4.2; MBNA Proposal, See appendix 2

Treasurer Anderson has investigated the possibility of creating a BCA affinity credit card through MBNA. The card would be issued by MBNA with the BCA logo on the card. There would be no cost to the BCA membership if they choose to accept the credit card. A percentage of the total charges accrued by members using the BCA card would be paid by MBNA to the BCA. This is a simple way for the club to raise revenue without increasing costs to BCA members. Antique Auto Club of America and other clubs already participate in this program.

Anderson: This is a 5 year commitment. They work with a lot of clubs and organizations. They are a good group to deal with.

Resolved: The President is authorized to enter into an agreement with MBNA for an affinity card for the BCA.

Motion by: Anderson

Second by: Schoening

Discussion:

Derbin: When MBNA solicited before there were some things in the contract that were not to the liking of the club.

Eichelberger: At the time they thought a possibility existed for a GM card with the BCA logo on it.

Bury: Does not want to do it unless the Board sees the contract first. Do the members need another credit card. Does not like this. Too many cards.

Schoppe: The original idea was to provide revenue for the club.

Derbin: There is a cost associated with the giving them the mailing list in their format. Any mailing that is done has to be approved by the Board.

Anderson: The Academy gets a percent of the sales. This has made us money.

Eichelberger: Are there any up front costs?

Anderson: No out of pocket costs. Only cost will be from Superior Direct for the mailing list. Cost is \$25.00 to make it in electronic form. We are dealing with the largest credit card co.

Schoppe: The mailing list is of a concern so it will not be sold. Thinks we need to see the contract to be safe.

Eichelberger: Best to let Bill A. use his judgment on this.

Ed Ingram: Did an attorney look at this?

Anderson: Yes.

Bury: Wonders of benefit to the BCA.

Andren: Thinks the Board should see the contract on this.

Anderson: Timing for this is 3 to 4 months. We select the design of the card. Pictures of a member's car on their card as an optional extra to be paid by the member if desired.

Anderson: Calls Question.

Vote: Yes:3, No 4, 1 abstain. Bury asked to be noted as a no vote.

Resolved: The Treasurer is to provide a copy of the contract and a time line for implementation of the affinity card for Board approval. The proposal should include resolution of who retains ownership of the mailing list. This will be submitted at the February meeting.

Motion by: Vasilow

Second by: Schoppe

Vote: Yes:8, No: 0

Derbin asked if we have received a bill from attorney Galassi on the contract negotiations?

Anderson: No.

Derbin: What about a copy of the check register to be included in the Treasurer's report? She would like to have a copy. Anderson will send one.

4.3; Audit: See appendix 3

Resolved: That the proposal from Messner & Wells be accepted and the Treasurer be authorized to execute an agreement with the firm providing for an audit of the financial operations for FY 1997 at a cost not to exceed \$3500.

Motion by: Anderson

Second by Schoening

Discussion:

Schoppe: Feels we do not need.

Schoening: Feels we should have this done. Has asked an attorney if this should be done and was told it should.

Derbin: Feels the checks and balances are in place to protect the BCA. She reported that Joel (the BCA accountant) said things were being done correctly when he reviewed the operations of the club.

Schoppe: Rick Schick said the cost was too much and we do not need one. (Cost estimate by Joel was \$5500.00)

Anderson: Calls question.

Vote: Yes: 4, No: 4 President votes to split tie final vote Yes: 5, No: 4

Val: Feel this has an effect on her time at the office. She may have to do this on weekends or close the office, during the audit.

Anderson: Feels Val must commit to do office work. This needs to be done. Feels this is part of the job or she should hire a person to do it.

Val: Feels she is being asked to do more and more by Board Members.

Eichelberger: Who is making the requests and what is happening.

Val: Email is a large part of my time, it takes time to get back to everyone. There needs to be a stop point. She feels we want to replace her. She will do her job. She is glad to do this but it takes time and is not in the contract. Stockroom items will be increased. We cannot ask a contractor to do all of this.

Eichelberger: We know you are very busy. We use the email to help make better use of your time.

Val: Past officers did more work themselves. They did the agenda all themselves.

Schoppe: Worries about the audit. Feels Joel and Rick did not support it. Any item like this needs to be on the agenda.

Derbin: Read Joel's 1996 statement.

Val: Questions what is needed?

DeGross: Concerned this vote was a setup

After a short break:

Anderson requested the floor to address the action approving an audit of BCA finances for FY 1997. He noted that he strongly believed that an audit was in the best interest of the organization, Board members, and staff. However, the vote just taken indicates that this issue is creating a polarization between Board members which operates to mitigate the good the audit will provide. He further noted that as the person introducing the motion to authorize an audit and voting to approve the motion he was entitled to ask the Board reconsider the action. Therefore, he made the following motion:

Resolved -- The Board's decision to authorize an audit of financial conditions for FY 1997 be rescinded.

Motion by : Anderson

Second by: Schoppe

Vote: Yes:7, No:0, 1 Abstain

Anderson noted that he hoped the foregoing initiative would help eliminate the fracturing of the Board. He asked each Board member to discuss a Board member's fiduciary responsibilities as a member of a non-profit organization Board of Directors with his/her personal attorney in the days ahead. Further, he indicated that he would ask for an audit of fiscal year 1998 as part of the fiscal year 1997 budget development process.

5. Editors Contract

Anderson: Asked for an executive session for only the Board members. This session was to discuss the negotiated agreement with Editor Koch and related matters. The request was granted.

End of session at 3:30PM.

Resolved: Authorize the President to sign the contract for Editor with Chuck Koch as drafted by Koch and Anderson with no changes.

Motion by: Anderson

Second by Derbin

Vote: Yes: 8, No: 0

6. Museum Archive Update

Richard Sills and Bill Anderson have written the Articles of Incorporation of The Buick Club of America Museum and Archive Foundation, INC. (See appendix 4) They are similar to the Cad/LaSalle Club. These have been approved by the IRS for a 501C3 organization. This will allow donations to be made in a tax deductible manner.

Taubitz (Dunham) Asked for acceptance so Bylaws can be written.

Resolved: To Accept the Articles of Incorporation as written.

Motion by: Taubitz

Second by: Schoening

Vote: Yes: 8, No: 0

7. Report Regional Coordinator

7.1 Hershey report:

DeGroff reported that they had good weather at the meet. They had a sign up sheet at the tent and brought copies of the sheets to the Board meeting. Photos were passed around showing the tent.

Resolved: The Board thanks Wray Kniffin and the members names listed in Fingerlakes Chapter newsletter for their support at Hershey. The Board will continue to support the BCA booth at Hershey as proposed by Wray Kniffin. Financial support for next year to be \$500.

Motion by: Schoppe

Second by: Schoening

Vote: Yes: 8, No: 0

Derbin: Asked if there were sufficient drinks, Ron said they had been warned by the AACA that they might be infringing on the concession vendors.

DeGroff: Would like newsletters, from local chapters, banners, stuff to give away. Flyers for the Nationals, Great Lakes Regional and Reatta club.

7.2 Regions:

DeGroff: Nothing new on the Mid-Atlantic Region

DeGroff: Golden West Region, Ron and Dorran are trying to revise the boundaries for the region. Valley of the Sun still looking which way to go. We need more and smaller regions in the west. Some states have no chapters. This will be worked out. He needs to get with Pete Phillips on the Central Division.

8. National Meet Guidelines

DeGroff: He has not received any information from St. Louis. Mark Bunce is to get the data from the 1997 meet, for inclusion. He wants to finish this, so they may go with what they have.

9. Internet Report

Vasilow: The Reatta page is now up. The discussion page is working and there are many people using it. Everyone is very happy about how it is going.

10. Chief Judge's Report

Mac has been asked by the AACA to do seminars at the National Meeting in February. President Eichelberger appointed a Committee to work with Mac. Members are Dunham, DeGross, Anderson, Schoening, Mac Blair is chair.

11. Chapter Coordinator

Derbin: Reports that the Pittsburgh Chapter may not have enough signatures for a chapter. There is some confusion about the strength of the members. Chapter not approved so logo cannot be approved at this time. Derbin will follow up on this.

Derbin: Wants copies of all letters sent by the president to chapters for her files.

Derbin: She has received a petition for a Pikes Peak Chapter, she needs to follow up on this.

12. Recognition of 20 and 30 year members

Val: Due to the lack of accurate records over many years, it is nearly impossible to tell how long members have been in the BCA. If member's dues lapsed there is no way to tell if they renewed later and were reinstated. For the present there is no way to do this.

13. Publication of Monographs

Anderson: Nothing to report at this time.

14. Recognition of Buick Club of Germany

No response as of yet.

Derbin: Noted we should remove the United Kingdom Buick Club from *The Bugle*. The club is listed under the non-affiliated heading. The party listed as a contact is no longer a BCA member.

Resolved: The United Kingdom Buick Club will be removed from *The Bugle* under the "Non-affiliated" heading.

Motion by: Derbin

Second by: Taubitz

Vote: Yes: 8, No: 0

15. Office Report

A new letter for National Meet bids has been rewritten by Al and Val. This will go out separately from the minutes and chapter report forms.

Renewals: A list was made of all members who did not renew. There were approx. 180 names. Since the list does not contain phone numbers it would be hard to contact anyone. Ed Ingram

notes that the area codes are changing so fast even AT&T cannot keep up with it. Schoppe notes that you can call O and get the changes, but this takes time. At this time Val sends out a 1st notice in an envelope, then a 2nd envelope goes out. It was decided to keep things as they are for the present, but see if something could be added to the outside of the 2nd envelope to attract the persons attention.

E-mail: She has had a lot of email. The problem is transferring files. We are trying to work this out. Since Ron uses the same system we will try to see what works best.

Deposits are being made weekly as much as possible. This seems to be going well. Bill Anderson thanked Val for this.

Val notes she has been having to play host to Buick Club members at her home. This has been the high point of their trip. The members have been just stopping by. This has caused problems in getting her work done.

Senior Awards: Mac has said nothing. Val will work with Mac and Jim to expedite shipment of senior awards to the winners.

Val has a request for a price break on bulk orders of a single copy of The Bugle.

Resolved: A price break for 10 or more copies of the same issue of the Bugle will \$3. 50 a copy.

Motion by: Anderson

Second by : Taubitz

Vote: Yes: 8, No: 0

16. Editors Report

The October issue on the National Meet used different paper stock this year to reduce costs. This gave a savings of about \$2000.

Monikers: Screen savers for your PC was discussed. Vasilow will investigate this and report back.

Bruce Walker the associate editor of Inside Buick would like to receive The Bugle.

Resolved: A complementary subscription of The Bugle will be sent to the Associate Editor of Inside Buick.

Motion by: Anderson

Second by: Bury

Vote: Yes: 8, No: 0

Derbin: A copy of Inside Buick should go to Val and Chuck. President Eichelberger will contact BMD and request this addition.

Chuck Has had a request from Ken Wickham to become the restorations specialist for the BCA. Chuck was asked to contact Ken and see if he will write some articles under the title of Restoration Forum.

Bury asked to move the Office Report and Editors Report to the front of the agenda in the future.

17. Incoming Correspondence

Bob Montgomery asked if first class renewals could be expanded to 2 and 3 years.

Resolved: A new price structure will be put in place immediately for 1st class multi year renewals. 1 year-\$50, 2-years \$90, and 3-years \$125.

Motion by: Anderson

Second by: Schoppe

Vote: Yes: 8, No: 0

2003 Centennial at Flint.

For information only as this is a long standing agreement from past Board meetings.

Licato letters:

There are 2 issues, The ad and the conflict.

The ad issue:

Do we change policy on ads?

Resolved: The Bugle editor will keep the present policy in effect for ads.

Motion by: Schoening

Second by: Taubitz

Vote: Yes: 8, No: 0

The conflict issue:

President Eichelberger asked Ron DeGroff to please look into this. Ron knows both the people involved. Ron will try to do what he can. Vasilow asked Eichelberger to help with a letter to resolve this conflict.

Jim Jeager letter:

Vasilow: Asked what we need to do for future plans?

Anderson: If we open up the contract positions to bid we must start now. If we go to bids, we need to know by May.

Bury: There are no problems now, we should stay with the present people.

Koch: There is a renewability clause in the contract.

Taubitz: Is this the first time the contracts have been out? Answer Yes, This is the first formal contract.

DeGroff: Businesses have to go out to bid. You could use a sole source vendor if justified and all is well.

Bury: Feels we should do no changes.

Eichelberger: Asked do we need to consider this or have a fire drill in May?

Koch: Noted Bayport has bid to print The Bugle since 1984.

Vasilow: Is concerned we might have to go through all of this again.

Board meetings:

An SOP on Board meeting hosts has been written. It will be sent out to the Board and then to those requesting to host a Board meeting, as a draft.

Vasilow: Noted: chapters would not ask us if they did not want us. Maybe what we need to do is the paper work session on Friday. Do a show and tell meeting for the public. We need to make a effort to do all of this well.

Koch: He has travel problems trying to coordinate his time since he is self employed. He needs compensation for the lost time.

Val is asked by the Board if she would attend the next meeting in Atlanta. She said she would.

Resolved: Val is to attend the Board meeting in Atlanta. She will be reimbursed for travel, actual expenses and meals, as per the contract.

Motion by: Schoening

Second by: Vasilow

Vote: yes: 8, No: 0

Tryon letter: No action, No newsletter has been received.

Davis letter: A birthday card will be sent to his mother who is 100 years old. Her family owned a Buick dealer ship starting in 1911.

Beverly Davis letter: T. Dunham will forward this appropriately.

Bloechl letter: He might want run an ad in *The Bugle* to find woodie owners. Also look in the roster for woodie owners. Might contact Lewis Jenkins. Joe Taubitz will contact and send information.

Henry Nickels: No response

18. Addenda

Kevin -Link to web page- Vasilow will take care of this.

Martinelli- Information will be sent on forming a division.

Sgsollid-tech: Vasilow will look at.

BCA General Membership Meeting:

Resolved: Accept the BCA General Membership Meeting minutes as corrected for July 17, 1997.

Motion by: Schoening

Second by: Anderson

Vote: Yes: 8, No: 0

Minuteman Trophy:

Resolved: To accept the trophy as presented using the larger brass border and larger script.

Motion by : Anderson

Second by: Taubitz

Vote: Yes: 8, No: 0

Sweep Account:

Resolved: Authorized the Treasurer to open a "sweep" account if the details can be worked out at the Bank of America.

Motion by: Anderson

Second by: DeGroff

Vote: yes : 8, No: 0

19. Adjournment 7PM

Motion by: Bury
Second by: Derbin
Vote: Yes: 8, No: 0

Respectfully Submitted

Bill Schoening
Secretary 1997-98