

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

**Airport Marriott Hotel
Rochester, New York
October 3, 1998**

1. Call to order:

The October 3rd, 1998 meeting of the Board of Directors (hereinafter the Board) was called to order at 9:20 AM by President Vasilow. Ron DeGroff served as recorder.

Officers and Directors Present:

Roberta Vasilow, President
Bill Anderson, Treasurer
Dick Schoppe, Director
Al Eichelberger, Director

Ken Liska, Vice President
Ron DeGroff, Secretary
Bill Schoening, Director
Rich Gibbs, Director

Absent:

Jack Jones, Director

A quorum was present.

Mac Blair, BCA Chief Judge, and John Gudaitis, representing the proposed Buick Performance Division, were present, as well as 8 members from several chapters.

2. Minutes Corrections:

Resolved: To accept the minutes of the July 12, 1998 meeting, as written.

Motion by Eichelberger

Second by Anderson

Discussion: Schoening had a letter from Mac Blair containing proposed name and spelling changes that did not alter the content of the minutes.

Vote: Approve - 7, Against - 0

3. Treasurers Report:

A written report for the Fiscal Year 1997-1998 (ending June 30, 1998) was distributed by Anderson. Anderson commented that at the end of the year, the BCA had an increase in assets and increase in equity, and that there was a return to reserves for the year.

Anderson distributed a written document, "Financial Report", dated September 3, 1998, prepared by himself and Joel Gauthier, which is a copy of the statement on the clubs financial condition to be published in the November issue of THE BUICK BUGLE.

A report for the month of August, 1998 was also distributed. Anderson reported that the BCA achieved a profit of \$614 and membership revenues are on budget. Magazine and Store revenues are underrunning projections, but that Accounts Receivable are not booked until the end of the year and are not reflected in this report. Office Operations costs are slightly larger

than budget, but some of the expense was for supply inventory not pro-rated throughout the year. Similarly, advertising in HEMMING'S and OLD CARS is purchased one year in advance to achieve a lower rate. Anderson stated that, from his perspective, finances are in order.

Resolved: To accept the Treasurer's Report as written.

Motion by Schoening

Second by Eichelberger

Vote: Approve - 7, Against - 0

4. Incoming Correspondence

The club has received a letter from the 1929 Buick Club of Spain affirming their formation, and requesting that their name be included in THE BUICK BUGLE under "Other Buick Clubs and Newsletters"

Resolved: That the 1929 Buick Club of Spain be listed in the BUGLE as 'Non-affiliated with the BCA'.

Motion by Eichelberger

Second by Schoening

Vote: Approve - 7, Against - 0

The club has received several letters from members with complaints about the article on modified Buicks in the BUGLE. President Vasilow mentioned that she plans to comment on modified Buicks in an up-coming President's Message in the BUGLE. It was suggested that President Vasilow respond with personal notes to the senders acknowledging their letters, and including a statement that the club is a place for *all* Buick enthusiasts.

5. Unfinished Business

Standard Operating Procedures - Numbering

The numbering system for existing and proposed new SOPs was clarified since SOP No. 9 was declared null and void at the July 1998 meeting. SOPs Number 1 through 18 will remain numbered as is, with SOP No. 9 unassigned and to be reserved for future use.

SOP Number 19: (Appendix A)

Proposed Standard Operating Procedure Number 19, "BCA Relations with BCA Foundation" was distributed by Anderson and reviewed by the Board.

Resolved: That SOP Number 19 be approved as amended.

Motion by Anderson

Second by Eichelberger

Discussion: Anderson mentioned that this SOP had been reviewed with Past President Biche' and with the BCA Museum and Archive Foundation (the Foundation) members. In response to Liska's question on how cash donations are handled, Anderson replied that each contributor would receive a letter acknowledging the donation which would serve as a receipt and a tax statement.

The proposed SOP, under 'Support', Item 4, stated that the club should provide the Foundation with at least one page each month in THE BUICK BUGLE to be used for advertising or reporting as the Foundation deems necessary. Schoppe questioned the need for a full page ad as being excessive, preferring to limit the article to space available. Anderson stated that sustaining members of the Foundation will receive a quarterly newsletter, but that there should be an article in the BUGLE on a regular basis, as well. If so, the BUGLE editor will require direction on insertion of Foundation information.

Following a discussion on how much space to allow, it was proposed and agreed that the aforementioned Item 4 be amended to read: "Provide the Foundation with *up to ½ page of advertising and up to ½ page of editorial content each month in THE BUICK BUGLE. This space is to be used as the Foundation deems appropriate. Such information to be published is to be forwarded to the BUGLE Editor in accordance with regular publication schedules.*"

Vote: Approve - 7, Against - 0

SOP Number 20 (Appendix A)

Proposed Standard Operating Procedure Number 20 was distributed by Anderson and reviewed by the Board. (A copy of applicable parts of IRS Regulations and California Corporation Law were attached to the proposed SOP for reference in the Board's discussions.)

Resolved: That SOP Number 20 be approved as amended.

Motion by Eichelberger

Second by Schoening

Discussion: As a result of concerns about timing of the publication of the club's Financial Report in the BUGLE, it was proposed and agreed that the pertinent second paragraph of SOP Number 20, under the Section 'Reporting' be amended to read: "*The Editor of THE BUICK BUGLE shall ensure that the above described report is published consistent with the requirements of Section 6321 of the Nonprofit Corporation Law and annotated code of California.*"

Vote: Approve - 7, Against - 0

SOP Number 21 (Appendix A)

Proposed Standard Operating Procedure Number 21 was distributed by Anderson and reviewed by the Board.

Resolved: That SOP Number 21 be disapproved as written.

Motion by Schoppe

Second by Gibbs

Discussion: Gibbs and Schoppe suggested that the Store Committee should operate as a separate for-profit entity and not have a direct tie to the BCA Treasury. Anderson gave his reasons for the wording of the proposed SOP, that it is to be a mechanism as to how the Store Committee to replenish its inventory without coming to the Board

repeatedly, and decide how to spend the money allotted to it, but with some Board controls and the Committee can't make special commitments above the approved amount without separate approvals. The Board has already has approved on the order of \$49,000 for stockroom inventory, which includes \$23,000 for the Winross trucks. The appointed Store Committee is composed of BCA members who have shown an interest in the Store and/or who have retailing experience. The Store can benefit the Divisions and Chapters by acquiring and handling chapter sponsored merchandise, for example, the North Texas Chapter's mouse pads or Reatta Division items. Schoppe suggested that the Store inventory be limited to a value of \$26,000 , and the Store Committee adhere to the Budget, in other words, a cap.

After further discussion, it was proposed and agreed that the pertinent paragraph of SOP Number 21, under the 'Authority' section, be amended to read: *"The BCA Store Committee shall supervise the operations of the BCA Store. It shall be responsible to the President and the Board of Directors for achieving stated goals. To that end, the Committee shall:*

- *Operate within the approved 1998 - 1999 budget amount of \$25,000, and future operating budget amounts to be submitted by the BCA Store Committee for inclusion in the following year's budgets to be approved by the Board."*

With the agreement of the Board on the above amendment, Schoppe and Gibbs withdrew their previous motion, and added the following resolution:

Resolved: That SOP Number 21 be approved as amended.

Motion by Schoppe

Second by Gibbs

Vote: Approve - 7, Against - 0

Advertising Representative Contract

Following negotiations authorized at the July 12, 1998 meeting, President Vasilow has received a proposed business agreement from James E.Cain to be the club's advertising representative. The agreement was reviewed.

Resolved: That the Board authorize the James E. Cain business agreement as written.

Motion by Anderson

Second by Eichelberger

Vote: Approve -7, Against - 0

General Membership Meeting Minutes (Danvers, MA, Thursday, July 9, 1998)

Resolved: That the Minutes be adopted as written.

Motion by Eichelberger

Second by Anderson

Vote: Approve - 7, Against - 0

General Exemption Application

Anderson gave a brief review of the history and status of the GEN. Chapters need to have a Federal ID Number to have access to the exemption. Since application has to be renewed at the first of each year, that would be the appropriate time for the new chapters to be added to the exemption. Gibbs asked for information to send to the Heartland Region on requirements for the application. Eichelberger suggested that an up-coming President's Message should contain pertinent information on GEN for new Chapters and their officers. Anderson and Gibbs will send out the same information to all Chapters and Divisions to coincide with the publication of the President's Message.

Membership Data Base Concerns

The BCA has received a complaint from a member about unwanted MBNA mailings despite the fact that he checked the box on his membership application to exclude his name and address from mailing list distributions. Anderson reported that with the procedure now in place at Superior Direct, all BCA members will be able to indicate whether or not they choose to be excluded from such mailing lists in the future when dues are paid. How this error occurred is unknown. A letter of apology has already been sent to the individual by President Vasilow.

Dues Increase

Per the approved resolution in the July, 1998 Meeting Minutes, President Vasilow was to send out letters to Chapters and Divisions presenting the issues related to the possibility of a dues increase, and requesting that the Chapters and Divisions provide the BCA with feedback, with a maximum of 6 months for replies. She reported that the letters have not been sent yet. There is also an on-going investigation to determine the impact of a dues increase or decrease as relates to spouses' voting privileges. Requests for feedback on a dues increase should contain reasons for concern and proposed strategies for the action. Schoppe noted that there as a drop in membership at the last dues increase. Next year's budget preparation would consider all inputs such as condition of the economy, increased BCA Store activities and other cost savings activities.

Resolved: That all actions related to dues increases be tabled until a future meeting.

Motion by Schoppe

Second by Gibbs

Vote: Approve - 7, Against - 0

Insurance

Some questions have risen as to what insurance coverage that the Board approved and agreed to purchase in the May 16, 1998 Meeting in Flint, MI. Conflicting information about which insurance features to purchase were forwarded to Bruce Andren, a former Board member handling the club's contacts with the Grundy Insurance Agency. The club has received an invoice for coverage apparently not agreed upon. Anderson repeated what was to be included in our policy.

The following vote was conducted to clarify our coverage requirements.

Resolved: That the BCA purchase the following insurance coverage from the Grundy Agency (per B. Andren's proposal dated April 8, 1998)

Motion by Eichelberger

Second by Schoening

Vote:

	<u>Approve</u>	<u>Against</u>
-General Commercial Liability (Basic)	7	0
-Commercial Property	7	0
-Commercial Crime	7	0
-Commercial Excess Umbrella	0	7
-Directors and Officers	0	7

Action: President Vasilow will send a letter to B. Andren on the results of the above vote, with a direction to Mr. Andren to arrange for adjustments in the coverage and to obtain an appropriate bill.

Performance Division Petition

President Vasilow and Treasurer Anderson reported that as of September 28, 1998, 50 informal interest survey forms had been returned by performance Buick enthusiasts, of the 200 forms that were distributed at races, on the Internet and through the BDE newsletter. The tabulated forms reflect a positive response to the proposed Division and that many non-members would join the BCA leading to a significant increase in membership.

Resolved: That the BCA form a Buick Performance Division.

Motion by Liska

Second by Eichelberger

Vote: Approve - 7, Against - 0

Resolved: That the Buick Performance Division leadership and the BCA Board develop mutually acceptable Bylaws and operating procedures for the Division; and that these be presented for approval at the February 20, 1999 meeting of the BCA Board of Directors.

Motion by Anderson

Second by Eichelberger

Vote: Approve - 7, Against - 0

Mr. Gudaitis proposed the formation of a BPD Committee composed of the following Provisional Officers (all are current BCA members per President Vasilow)

Director	John Gudaitis
Assistant Director	John Csordas
Secretary	Gordon Mello

Resolved: That the BCA approve the BPD Committee and Officers as proposed by Mr. Gudaitis.

Motion by Eichelberger

Second by Gibbs

Vote: Approve - 7, Against - 0

There was a discussion on how BPD cars may be entered in BCA National Meets.

Resolved: That BPD members' cars, as qualify, may be entered and judged on the Show Field under the BCA's 400 Point System, and/or under an evaluation system developed and administered by the BPD, and/or in Modified Class(es) under an evaluation system administered by the local Host Chapter.

Motion by Anderson

Second by Schoppe

Vote: Approve - 7, Against - 0

Resolved: That, as a trial, the first six (6) issues of THE BUICK BUGLE in the year 1999 (January through June) contain four (4) extra separate pages devoted to the BPD and performance related information. Such information is to be provided by BPD personnel in a 'camera-ready' format. Extra cost to be covered by the BCA.

Motion by Anderson

Second by Eichelberger

Vote: Approve - 7, Against - 0

Vice President Liska is working on a design for a BPD logo, possibly to be presented at the February, 1999 meeting.

6. Committee Reports

Office Report (Appendix B)

Refer to Val Ingram's Report, dated 10/3/98.

The report was reviewed and noted. It contained a request from Mrs. Ingram for 3 or 4 file cabinets.

Resolved: That the BCA authorize Mrs. Ingram to purchase a 4 2-drawer file cabinets per the supplied *Staples* catalog, Model H22, or equal.

Motion by Schoening

Second by Schoppe

Vote: Approve - 7, Against - 0

BUGLE Editor's Report (Appendix C)

- Final FY 1997-1998 BUGLE expenses:

Mr. Koch's report was reviewed, and his mention of a monthly mailing of 9741 issues for June, 1998, the highest number in some time (Item A, on Page 3), was noted.

- October BUGLE Issue Report, dated September 26, 1998

Mr. Koch's letter details problems in communications in the production of inserts in

the October 1998 issue. President Vasilow suggested that the just approved SOP on the BCA Store be reviewed with Mr. Koch to assure that similar problems will not occur.

Resolved: That a letter of apology be issued to Jeff Strane per Mr. Koch's recommendation.

Motion by Schoppe

Second None

Motion failed.

- FY 1998-99 BUGLE Expenses To Date

Resolved: That the BCA repay Mr. Koch for \$37.47 for four telephone calls to Carol Derbin not covered in a previous check for editorial services.

Motion by Eichelberger

Second by Schoppe

Discussion: President Vasilow suggested that Mr. Koch may wish to investigate a change in his long distance service to a less expensive provider.

Vote: Approve - 6, Against - 1(Anderson)

- Petty Cash Report:

This report was missing. Mr. Koch is to be reminded to include the report in the future.

Chapter Coordinator's Report

Resolved: That the BCA approve the formation of a new chapter in northern California called "Buick Club of the Redwoods", as recommended by Ms. Derbin.

Motion by Eichelberger

Second by Schoening

Vote: Approve - 7, Against - 0

Resolved: That the BCA approve the formation of a new chapter in southern New Jersey called the "South Jersey Chapter", as recommended by Ms. Derbin.

Motion by Eichelberger

Second by Anderson

Vote: Approve - 7, Against - 0

Ms. Derbin's report contained a discussion of the concerns with the proposed change in name and logo of the Inland Empire Chapter which would be very similar to that of another chapter. The Board's sense is that all chapters' names should be unique.

Resolved: That the BCA appoint Ms. Derbin to work with the Inland Empire Chapter to facilitate their request for name change and product logo approval.

Motion by Eichelberger

Second by Schoening

Vote: Approve - 7, Against - 0

Ms. Derbin's report contained a letter from the Northern Virginia Chapter stating their intention to withdraw from the Mid-Atlantic Region because of continuing differences with the DC Metro Chapter.

Resolved: That Board member Schoppe act as facilitator to resolve the issues between the Northern Virginia Chapter and the DC Metro Chapter, and make necessary recommendations to the Board regarding the 2000 National Meet based on his investigation.

Motion by Eichelberger

Second by Schoppe

Vote: Approve - 7, Against - 0

- SOP Number 22, "Duties and Responsibilities of the Chapter Coordinator"
(Appendix A)

Resolved: That the BCA approve the proposed SOP Number 22, as submitted by Ms. Derbin.

Motion by Eichelberger

Second by Schoppe

Vote: Approve - 7, Against - 0

Regional Coordinator's Report

DeGross reported that there has been a positive response from a number of chapters in California regarding formation of an 'all-California' Region, and from chapters in Oregon and Washington regarding formation of a "Northwest" Region. Both groups of chapters have received letters of encouragement. The California group may submit their application for recognition at the February 1999 meeting.

With respect to a recent inquiry from a group in Quebec regarding formation of a BCA chapter there, DeGross mentioned that Mr. Andren has confirmed that BCA's insurance *is* in effect in Canada, and that formation of a Canadian chapter could be possible, unless such activity is contrary to Canadian corporation laws.

BCA Foundation Report

Anderson described current activities of the Foundation. Several substantial donations have been received already. The Buick Gallery at Sloan Museum is to be dedicated in mid-November.

Strategic Planning Committee Report

Anderson presented a draft of the interim Strategic Planning Report, dated July, 1998. Schoening commented that any proposed expansion of the Board could lead a less effective administration because "nothing would get done". Anderson replied that, currently, Chapter and Regional Directors are ex-officio members of the Board of Directors but have no voting privileges. The committee's intent is to effectively involve more members at local levels in the operation of the club.

Resolved: That the BCA accept the Interim Strategic Planning Report and its Vision, Mission, and Goals, *in concept*, and that the Committee continue to solicit and accept input from the membership.

Motion by Anderson

Second by Schoening

Vote: Approve - 6, Against - 1 (Gibbs)

President Vasilow appointed Director Gibbs to work on the Strategic Planning Committee as "an extra hand", although previously appointed Committee members Terry Dunham and Judy Leets who currently have other commitments will continue to work on the Report.

Internet Report

President Vasilow reported the recently up-dated BCA Site is getting lots of good comments and that consideration is being given to having a GS/GN-Performance/For Sale page. Consideration is also being given to producing a Web Page for the Foundation.

Technical Advisor Committee Report

Schoening reported that the Committee is making progress. Work on the Advisors database and format of the database is continuing. There are plans to advertise for advisors, and to hold a seminar at the 1999 National Meet, with an open forum format being considered. Lots of member inquiries and encouragement have been received.

Chief Judge's Report

Mr. Blair presented a draft of the 1999 Judging Handbook Revisions. Proposed changes include:

- All forms should be displayed in the Handbook (some had been omitted previously, and were to be supplied by the BCA Office)
- A section outlining an owner's recourse for significant *authenticity* deductions not discussed with the owner by the Judges, where the deduction may have kept the owner from an award.

Board members voiced their concerns about the 'Chain of Command' or the level of responsibility to respond to complaints - who should receive the complaint letters and direct the appropriate responses? It was suggested that such letters should be addressed to the BCA President or Chief Judge, instead of directly to the Team Captain, and with a copy forwarded to the BCA Office. A method to initiate prompt action is required.

- Judges Recognition Awards
- Unrestored Class Judging Program, a plan to develop a method to recognize original "archival" cars.

Schoppe, Schoening and Blair discussed points on how to evaluate, certify or recognize the features of the various original cars.

- Pre-qualification Check - place for signatures
- Tire Scoring (as described in previous meetings)

There was a discussion on the need for a method to accept alternate tire sizes when correct sizes are not available.

There followed a general update discussion on how to assemble, print and disseminate the new large volume of information in the Judging Manual. Blair suggested that it be disseminated only to the registered Judges, with the balance of the printing run made for sale to the general membership.

Resolved: That Board members who have comments and corrections on the items in the proposed Judging Handbook furnish them to M. Blair by November 1, 1998, with final version to be forwarded to the Board by December 1, 1999 for final review in anticipation of the February 2, 1999 Board meeting.

Motion by Eichelberger

Second by Anderson

Vote: Approve - 7, Against - 0

Mr. Blair offered the following points for discussion and comments:

- Criteria for categorizing "old" and "new" Judging forms, as initiated by the entry of Reattas into judging

 - Frame vs Unibody construction?

 - Pre-pollution controls vs post-1975 pollution controls and equipment?

 - Straight 8 vs V-8?

 - Other?

- penalty for a judge missing judging when already signed up

- Vin numbers and award dates needed for Judging records. How, when to obtain this data from the owners, - at pre-qualification check?

- How, when to send out Judges' Recognition pins?

- Trophies vs chips for Preservation Awards ?

- A proposed display of cars winning Gold and Senior awards on Sunday morning of the meet, how to organize this activity and encourage the owners to participate.

BCA at Hershey, '98 Update

Wray Kniffin reported that the 1998 Hershey spaces and tent rental had been confirmed. He has sufficient number of volunteer staffers to fill all the work shifts. Over \$100 in donations for refreshments has been received from chapters and individuals as a result of his suggestion at the Danvers Meet General Meeting. Buick Motor Division has furnished 400 'Skylark' lapel/hat pins as give-away items.

Recruitment of Board Candidates

Resolved: That President Vasilow be authorized to cooperate with Editor Koch to run the Board Candidate - Request for Nomination Form in THE BUICK BUGLE.

Motion by Eichelberger

Second by Anderson

Vote: Approve - 6, Against - 1 (Gibbs)

7. New Business

Proposal to request quotes for editing and printing of the BUGLE

The club needs to prepare specifications of the work to be done, to generally replicate the production of the existing magazine. It was proposed that an ad to invite bids be prepared, not to say that the club could wouldn't stay with Editor Koch and Bay Port Press. Liska and Anderson offered to obtain competitive bids on editing, composition and printing, and share them with the Board for review in May, 1999. Bidders should request specifications by no later than February 1, 1999, and their proposals are to be in no later than March 1, 1999.

Resolved: That a committee be formed to prepare specifications and obtain the competitive bids. Such committee is to be composed of Liska, Anderson and Gibbs.

Motion by Eichelberger

Second by Schoening

Vote: Approve - 7, Against - 0

Location of next meeting

Liska passed out information on the arrangements for the February, 1999 meeting to be held in Kissimmee, Florida on February 20, 1999.

No invitations have been received or meeting site selected for the May 15, 1999 meeting. Las Vegas, Nevada was suggested because of the generally inexpensive air fares. DeGroff will make a contact with members of the Southern Nevada Chapter for their assistance in finding a suitable location.

8. Adjournment

The meeting was adjourned at 6:55 PM.

Respectfully submitted,
Ronald C. DeGroff, BCA #6457
Secretary