Buick Club of America Minutes of the Board of Directors Meeting

Old Town Conference Room Kissimmee, Florida February 20, 1999

1. Call to order:

The February 20, 1999 meeting of the Board of Directors (hereinafter the Board) was called to order at 9:05 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 Rich Gibbs, Director Ken Liska, Vice President Ron DeGroff, Secretary Bill Schoening, Director Jack Jones, Director

A quorum was present.

Mac Blair, BCA Chief Judge, was present, as well as numerous members of the Buick Driving Enthusiasts Division and the following chapters:

Buicktown

Gulf Coast

Sunshine State

Space Coast

Niagara Frontier

Fireball

Carolina

Northern Virginia

Dixie

North East Ohio

2. Call to the audience:

President Vasilow invited the audience to present their questions and concerns. There were none.

3. Minutes Review and Correction:

President Vasilow mentioned that the item in the October, '98 Minutes under BUGLE Editor Koch's report related to a missing Petty Cash Report is not relevant - Editor Koch does not submit such a report.

Resolved: To accept the minutes of the October 3, 1998 meeting, as corrected.

Motion by Schoening Second by Schoppe

Vote: Approve - 8, Disapprove - 0

4. Treasurer's Report: (Appendix A)

In an overview of the club's condition, dated January 31, 1999, Treasurer Anderson reported that for the five months of FY 1998, even with the set-aside funds for the 1999 Directory, the club's net revenue is approximately \$6300. Anderson attributed this income to the fact that this year new memberships and some renewals are maintaining the income stream, i.e, more persons are joining the club than are leaving.

Treasurer Anderson distributed a supplemental report, dated February 15, 1999, covering the 4th Quarter results of the BCA Credit Card Program, He reported that there are now 158 BCA members using the credit card, generating approximately \$200 in supplemental income. There will be another MBNA mailing in May, and flyers promoting the BCA Credit Card are mailed with items purchased from the BCA Store.

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

Motion by Eichelberger Second by Schoppe

Vote: Approve - 8, Disapprove - 0

5. Correspondence - Incoming

Request from the Buick Club of Germany to be a Non BCA-Affiliated Organization

Resolved: To approve the Buick Club of Germany as a Non BCA-Affiliated Organization.

Motion by Eichelberger Second by Anderson

Vote: Approve - 8, Disapprove - 0

Letter from Graeme Letica of the New Zealand Buick Enthusiasts

Mr. Letica's letter described his concerns regarding the dissemination of information on the up-coming Buick Motor Division's 100th Anniversary in 2003, with respect to the involvement of all Buick Clubs in the event (See Appendix B).

Audience member Judy Leets said that Denny Meyer and Bill Harris of Buicktown Chapter are working on the 2003 celebration. Special committees will be organized in the next few months. A number of overseas members are planning on bringing their cars. With lots of special activities being planned, this is expected to be a big event that will likely require accommodation facilities all over central Michigan. Mrs. Leets thought that Mr. Letica's letter had been distributed to the planners and offered to make sure that he receives feedback.

Anderson proposed that the club include a separate page on our Web site to cover year 2003 activities as they develop.

Approval of the 1999 National Meet Trophy

President Vasilow displayed Central Ohio Chapter's proposed trophy. Liska commented that the club logo should be enlarged to be more visible.

Resolved: To approve the design of the 1999 National Meet trophy in concept, with a provision to enlarge the logo image.

Motion by Schoppe Second by Anderson

Vote: Approve - 8, Disapprove - 0

Invitation from the North Texas Chapter to host the November 1999 Meeting

Resolved: To accept the North Texas Chapter's invitation to meet in the Dallas/Fort Worth, Texas area on Saturday, November 13, 1999.

Motion by Eichelberger Second by Schoening

Vote: Approve - 5, Abstain - 3 (Schoppe, Gibbs, DeGroff), Disapprove - 0

Approval of the Buick Club of the Redwoods Chapter Logo

Audience member Bruce Kile questioned if the BCA Bylaws restricts the use of the words 'Buick Club' in a chapter's name. A quick review indicated that they do not, as long as it is clear that the organization is a chapter of the BCA. Some chapters already use that format.

Resolved: To accept the design of the logo as presented, with the provision that the words 'A Chapter of the Buick Club of America' be displayed with the logo.

Motion by Eichelberger Second by Glbbs

Vote: Approve - 8, Disapprove - 0

BCA National Award Tracking

In a letter to the Board, Jeff Brashares of the Central Ohio Chapter has generously offered to prepare a computer program to create a database of previous BCA National Meet award winners and to track all award winners at future meets. Chief Judge Blair has been interested in acquiring such information, particularly as it relates to Senior cars, but mentioned that there have been three problems that have have prevented doing this job, i.e., to keep such records (VINs, etc.), all owners of cars entering them in National Meets would have to provide such information prior to the meets; current limitations of the meet registration forms; and there has been no one to compile such entered data. Schoppe has been in communication with Blair and Brashares, and clarified that if we proceed with this offer, it will require a change in meet registration forms, where all information required for Senior tracking will be requested, and that the information collection should be in a format that can be passed on from year to year, for example, spread sheets. It is likely that all data for past meet entries and awards winners may not be collected by this process, for example from past BUGLES, but starting now the forms should be changed and the process begun. Chief Judge Blair recommended that the Board accept the offer.

Resolved:To accept Jeff Brashare's offer to collect car registration data, with the provision that he design an appropriate registration form with Chief Judge

Blair's and President Vasilow's approval.

Motion by Eichelberger Second by Schoppe

Vote: Approve - 8, Disapprove - 0

6. Unfinished Business

<u>Update on Requests for Bids on Editing/Composition/Printing services for THE BUICK BUGLE</u>

Treasurer Anderson presented a summary of activities of the committee (Anderson, Liska, Gibbs) on the preparation of specifications and request for qualifications and quotations (bid packages) to be sent to possible suppliers. In addition an ad soliciting bids has been placed in the BUGLE. As of the meeting, fourteen requests for packages have been received, including those from Bayport Press and Editor Koch. Bids are to be returned by March 1, 1999. So far, twelve have indicated that they will bid on one or all of the operations.

Audience member, Bruce Kile, read a letter from Editor Koch to the Board ('BUGLE Bid Specifications', dated February 14, 1999) regarding his concerns that the preparation of specifications and RFQs by the committee are not in conformity with provisions of Koch's contract nor meet the realities of the production of the BUGLE. Mr. Koch alleges that neither he nor Bayport Press were consulted on the preparation of the bid package, that numerous details of the composition, makeup, preparation and mailing costs of the newsmagazine and were not included, and the roster was omitted completely. Finally, he noted that the requested Editor's services are widely different than those in his contract and questioned the validity of the bid process.

A discussion of the among the Board and members of the audience on Mr. Koch's letter followed, several commenting that due to the importance of the issue, Mr. Koch should be on hand to present his case; some supporting the current quality of the newsmagazine; that going out for bids did not necessarily mean that a change in contractors would happen; and that a rapid transition could upset the entire production of the BUGLE. It was noted that Mr. Koch could not be present at this meeting due to other committments, but will be present, as will the Office Manager, at the May 15, 1999 Board Meeting to be held in Las Vegas, Nevada.

As part of a discussion of the contents and interpetation of Editor Koch's contract, audience member Kile read another letter to the Board from Mr. Koch ('Breach of Editorial Services Contract', dated February 14, 1999) suggesting the Club may be in legal jeopardy due to a number of alleged unauthorized activities on the part of a Board member. Such activities are related to timely expense reimbursement, omitting Mr. Koch from the process of editor and composition bid preparation, and that submission of requests for bids infers an intent not to renew without prior notice as is required by his contract. Mr. Koch's letter contains three proposals to resolve the issues.

Resolved:That any further Board action on the Editor's job be postponed and no further business conducted until such time when the Editor is present, so as to avoid any legal complications.

Motion by Schoppe Second by Gibbs

Vote: Approve - 4, Disapprove - 4 (Anderson, Schoening, Eichelberger, & Liska)

A deciding vote <u>to approve</u> was cast by President Vasilow. The resolution passed.

Buick Performance Division, Proposed Bylaws

A copy of the proposed Bylaws of the BPD was distributed with the meeting agenda. President Vasilow recommended removal of the references in the Bylaws to 'Chapters' because of possible competition with BCA Chapters and because BCA Divisions are considered to be like chapters in character but without fixed boundaries. In the discussion that followed, various Board members further proposed that portions of the BPD Bylaws be amended as follows:

Section 2, Officers;

Paragraph ii.; to be deleted in its entirety

Paragraph vi.; to be re-numbered as Paragraph ii, and should read: All officers or appointees shall be members in good standing of the Buick Performance Division. No person shall be eligible to continue in office if during his or her tenure his or her membership in The Buick Club of America is cancelled, revoked or terminated.

Section 6, Chapters; to be deleted in its entirety.

Section 7, Meets & Shows, paragraph i; should read: The BPD may host a meet or show as long as it does not conflict with other BCA hosted events.

Section 8, Miscellaneous,

Paragraph ii.; should read: The BPD may collect dues, independently of BCA dues. An annual accounting of all such funds must be submitted to the BCA no later than August 1 of any year after the end of the the BCA fiscal year on July 1.

Paragraph iii.; to be deleted in its entirety.

Paragraph v.; should read: BPD members are encouraged to submit articles for publication in THE BUICK BUGLE.

Section 9, Amendments; should read: These By-Laws may be amended or altered in whole or in part by a majority vote of all members of the Buick Performance Division Committee present or in person at any duly constituted meeting of the Committee, provided notice to that effect shall have been included in the monthly publication of the BCA, THE BUICK BUGLE.

Resolved: That the BPD By-Laws be adopted as corrected.

Motion by Eichelberger Second by Schoppe

Vote: Approve - 8, Disapprove - 0

Buick Performance Division Logo Proposal

President Vasilow showed the proposed logo to the Board.

Resolved: To approve the design of the BDP logo as presented, except with the addition of the words, "Buick Club of America"

Motion by Eichelberger

Second by Gibbs

Vote: Approve - 7, Abstain - 1 (Liska), Disapprove - 0

President Vasilow reported that BDP members were late in submitting articles for the January through March issues of the BUGLE, but are now catching up and material will appear in April, 1999. Eichelberger suggested that start date for the provisional 6 month special BPD insert agreed to at the October 3, 1999 meeting, be modified to begin in April, 1999.

No vote taken.

Reatta Division Judging at National Meets

The club has received a letter from the Reatta Division to simplify an earlier proposal related initiating Reatta judging at National meets, to request approval of the concept of a Reatta Judging Manual, and to express concerns about combining Reatta judging with a BCA proposed Post War judging format. Chief Judge Blair explained that the Reatta Division would like to judge their cars at Columbus using their new 400 point system, if ready, although their 1988 cars would not be eligible for "Senior" until 2000. The form of their proposed Reatta Judging manual may apply to other later cars, but the BCA is not holding up approval pending that application.

Resolved: That a new judging class, R, be established for all Reattas.

Motion by Anderson Second by Eichelberger

Vote: Approve - 8, Disapprove - 0

Resolved: That all Buick Reattas may be judged by the proposed Reatta (modified) 400 Point judging system, beginning in 1999, or 2000 at the Divisions's discretion.

Motion by Anderson Second by Eichelberger

Vote: Approve - 8, Dispprove - 0

Chief Judge Blair described various options when using such a modified broad form in order to split BCA judging into old and modern categories - frame construction vs. monocoque (unibody) construction, or front drive vs. rear wheel drive - were mentioned. There is no clear way to make this separation due to the gradual evolution of features in the model years. Schoppe recommended, and Blair agreed to write an article for his BUGLE column, "Judges Bench", discussing the proposed split and obtain input from the membership. While a three way split, i.e., Vintage, Contemporary and Modern, was mentioned, Blair thought we should begin with two, and will try to develop a consensus of opinion by the General Meeting.

7. Committee Reports

BCA Office Report (Appendix B)

Val Ingram's Office Report, dated February 15, 1999, was read by Schoppe and her comments noted. With respect to a complaint by a member regarding photos to be posted on the BCA member car Internet page. President Vasilow said the photos have now been posted. With respect to delays in Senior Awards mailings, Chief Judge Blair

stated that all he and Val have exchanged all owner/car data forms available to date and the award mailings are caught up, but there continues to be a delay in some owners' submission of the forms sent to them by Jim Terrusso. Senior Awards are now being sent by Certified mail to prevent losses. With respect to the issue of the BCA business license from the City of Hesperia, a discussion of this item was to be included later in the BCA Store Report (below).

BUGLE Editor's Report (Appendix C)

Audience member Bruce Kile read Editor Koch's report, dated February 20, 1999, to the Board. It was noted that expenses to date are approximately \$2800 below budget, and that advertising revenue lags behind budget projections by approximately \$4600, but still exceeds revenue at the same time last year by \$644.

Mr. Koch mentioned his concerns about the late receipt and content of some of the BPD material submitted, and would speak to President Vasilow about them.

With respect to the recent Lambda Car Club ad, he said that he did not take issue with the ad as long as it was not detrimental to the BCA, noting that some complaints have been received.

Chapter Coordinator's Report

Schoppe read Chapter Coordinator Derbin's report to the Board. Ms. Derbin indicated that the Los Angeles Chapter has submitted a request to change its name to 'Los Angeles Founding Chapter', but, in a previous report, indicated that she wanted to check her records and the memories of long time BCA members before submitting any recommendation to the Board. The results of her investigation of club history from the late '60s and early '70s shows that, while the original members of the BCA did form a chapter in Los Angeles area in 1968, although it became somewhat inactive a few years later. The present L.A. Chapter has been in operation continuously since May, 1976 when it petitioned the Board to be re-formed, but the Central New England Chapter seems to have the distinction of being longest continuously operating chapter, approved in May, 1968, while the Orange County Chapter goes back to February, 1970. Ms. Derbin concluded that an argument could be made either to approve, or disapprove, the application.

Resolved: To table the request from the L.A. Chapter for a name change.

Motion by Gibbs
Second by Schoppe

Vote: Approve - 8, Against - 0

Regional Coordinator's report

DeGroff indicated that, although still anticipated, no application to form a new All-California Region has been submitted to date. The three Chapters in Colorado have been in recent discussion with representatives of the chapters in Arizona and New Mexico and are considering the formation of a 'Four Corners Region', with an application expected soon. President Vasilow suggested that the Board consider placing a deadline on the organizers to encourage them to proceed.

Hershey Hospitality Tent Report

DeGroff described the results of the activities at the BCA's site at the 1999 AACA National Fall Meet at Hershey, Pennsylvania, October 7 - 10, 1998. It was a moderately busy time at the tent, with visitors from 2 Canadian provinces, 9 foreign countries and 22 states, although 2½ days of rain during the meet kept crowds down. Photos of the tent's activities and lists of BCA members who signed in were circulated to the Board members and audience.

Foundation Report (Appendix D)

Treasurer Anderson distributed his 'Report on Foundation Operations', dated February 15, 1999.

He took time to explain to the audience the relationship between the BCA and the BCA Museum and Archive Foundation which are separate entities, and he identified the current Foundation officers. Information on the Foundation, which may include bits of Buick history, are being furnished to the BUGLE on a regular basis. Anderson explained that every member of the BCA is automatically a member of the Foundation at no extra cost, but BCA members could become "sustaining members" of the Foundation with a contribution; also, interested chapters may become sponsors by making a contribution. To date in 1999, five chapters and thirty seven members have contributed funds.

Funds raised initially are be committed to assist in finalizing the construction of the Buick Archives in Flint.

BCA Store Report (Appendix E)

Treasurer Anderson distributed the document, 'Progress Report, The BCA Store', dated February 15, 1999.

Anderson reported on the Store's first six month's operations, July 1 - December 31, 1999. \$10,000 worth of merchandise was sold in 3½ days at the National Meet., plus another \$13,000 has been sold by mail order through the BCA Office. The total return to the BCA has been about 5%. Two types of merchandise have been handled by the store: (1) BCA purchased and inventoried. (2) Direct shipped from by a company named Swingster that handles branded merchandise for auto companies and others. The BCA enjoys a special arrangement with Swingster to buy individual items and have them shipped as the customer requests.

The BCA Store catalog first appeared in THE BUGLE BUGLE in October, 1998. As of January, 1999, the catalog now appears on the club's website.

Anderson addressed the on-going problem of excessive delivery times which was also covered in detail in his written report. Original plans for the Store were that inventoried merchandise would be stored at the BCA Office in California, where Val could deposit the money and fill orders from available stock, and then send the balance of the order(s) to Swingster to fill the rest. Because Val has been unable to fill all the orders, Anderson has continued to handle them in the interim. As a result, there is a delay after ordering through the Office before Anderson can ship and further delay if Swingster provides the items, particularly at Chrismas. Some orders were not received as customers expected, resulting in calls to the BCA Office. Anderson has

spoken to all the complainants, resolving the issues. As a result, Swingster has begun a tracking system for BCA orders. About 10% of Store sales have come from off-shore locations, further lengthening delivery times. Per the February catalog, members are urged to fax their orders to obtain quotes on shipping times and costs before preceeding. The BCA Store Committee plans to track inventory, costs of goods, sales taxes, etc.

With respect to the City of Hesperia business license and Cal;ifornia Sales Tax issues (reference - BCA Office Report, Page 6), Anderson stated that as a California corporation, the BCA is obligated to collect sales tax on sales in California. Sales to all other locations are tax exempt. The Sales Tax application needed to have a physical location, or address, not a P.O. box, of the business, so Val's street address was provided. As a result, the City of Hesperia requires a business permit. It was thought that since Val already has a business permit as a contractor, she may be able to get a clearance with an explanation of her situation; or another person may need to handle the Store items.

Schoppe emphasized that Val has agreed in the past to take care of the Store, and that all BCA inventoried merchandise should be stored at the Office. As an action item, Schoppe and President Vasilow will work with Val to be sure she can take over all the Store operations with out any problems.

1999 - 2000 Budget Review

Treasurer Anderson expects to present the new budget at the May 15, 1999 meeting of the Board.

Audience member, Bob Montgomery, suggested that the up-coming budget include sufficient funds to cover 100% of Board and staff travel expenses. Audience member, Bruce Kile, suggested that the Board should be sure that the Office Manager's and Editor's contracts contain meeting travel costs. Eichelberger explained that the Office Manager and Editor are invited to come to every meeting, all expenses paid, but that their travel is not mandatory, except for the National Meet. Anderson will include all options in the proposed budget.

Strategic Planning Committee Report

Treasurer Anderson reported that the Strategic Planning Committee will present a plan to the Board that has been unanimously agreed to by the Committee.

Internet Report

President Vasilow reported that the BCA Store information is now on the site, the chapter listing has been up-dated. She also reported that the Orange County Chapter's site had been deleted because the information was well out of date. Other chapter's sites were reviewed and found to be current. The Foundation's web page was posted in November. She plans to work with Jeff Strane and Bayport Press to be sure the latest listings of Chapters and Directors are posted in a timely manner.

Technical Advisor Committee Report

Schoening reported that the Technical Advisor list is now published in THE BUICK BUGLE. He mentioned that 15 -20 new applications to be advisors had been received, that there have been many requests for information from the advisors. The advisor list will soon be on the BCA Web site. He mentioned that at the National Meet, there will be a 2 hour session, including an open forum with the advisors, and a panel discussion on engines, plus a separate area set up for further discussions. Audience member Judy Leets recommended that such a session be widely advertised. Anderson recommended that members be advised to ask specific questions when contracting advisors.

Chief Judge's Report (Appendix F)

Resolved: That the new Budget include an item to cover postage costs to ship Senior Award pins by certified mail-return receipt requested.

Motion by Anderson Second by Schoppe

Vote: Approve - 8, Against - 0

Chief Judge Blair reviewed the progress made since the Danvers National Meet on the preparation of a new Judges handbook to include possible provisions for an 'unrestored' class, plus all the judging changes since the last revision. Comments received since the October, 1998 Board meeting have been incorporated into the proposed revision. As a result of this activity, Mr. Blair put several questions before the Board.

- Where should the break occur for use of 'old' vs 'new' judging forms? It had been decided previously to postpone that decision until the 1999 National Meet when more input from the membership would be available and the club would have more experience with the use of a form for the Reatta Division.
- How should the Handbook be published; should it contain both judging techniques and technical appendices? Blair said he preferred to keep them together, but an argument could be made to have the appendices available for sale separately from the judging portion.

President Vasilow placed a cell call to Editor Koch. He responded that Bayport Press is waiting for the material and will include it in the April, 1999 Roster issue if ready. A brief discussion followed related to the amount of pages and costs of the documents. Schoppe suggested the preparation of the Judging information in a pocket size document.

Resolved: That the new Judging Handbook contain the judging rules and all supplemental technical information, and that both judging information and the technical Information be available as separate publications (total of 3 books), and that they also be published in the 1999 Membership Roster,

Motion by Anderson Second by Schoening No vote taken. **Resolved:**To table the discussion on the preparation of the Judging Handbook proposal pending pricing information from Editor Koch and Bayport Press.

Motion by Schoppe Second by Anderson

Vote: Approve - 8, Against - 0

- Should there be a minimum eligibility age for an unrestored or Archival Award, and if so, what should it be?

Mr. Blair recommended 25 years and have them judged in class. There followed a general discussion on what constitutes an original car and how to display, judge, classify or recognize such cars.

Resolved: That the minimum age of cars for the Unrestored Award be 25 years.

Motion by Schoening Second by Eichelberger Vote: Approve - 8, Against - 0

- Does the club accept the concept of an Archival Award?

Resolved: That the use of the name Archival Award be approved.

Motion by Gibbs

Second by Eichelberger

Vote: Approve - 8, Against - 0

- For the Archival Award, should there be multiple award levels?

Resolved: That an attainable floor level be set, with one award.

Motion by Eichelberger

Second by Gibbs

Vote: Approve - 8, Against - 0

- What point level should the floor level be established if using the 400 point form?

Mr. Blair recommended using the 400 point system because it has a direct relationship to all other scores, but using authenticity as the only criteria, not workmanship or condition.

Resolved: That the floor level be set at 350 points.

Motion by Schoening Second by Eichelberger

Vote: Approve - 8, Against - 0

- Should periodic requalification be required?

Blair recommends not as it would be difficult to enforce, but there needs to be an incentive for the owner to bring the car again, i.e., an additional award or plaque. The cars to be identified by a different color window card.

No motion or vote thought necessary.

Advertising Agent Report

President Vasilow read Jim Cain's report to the Board. 40 mail solicitations have been sent out to current hobby advertisers. The start-up has been slow - one ad sold so far.

8. New Business

BDE National Award

Vice President Liska, a member of the BDE, suggested that the Buick Driving Enthusiasts Division be the organization to provide the special awards for the cars driven the longest distances to National Meets rather than them being awarded by the host chapters. The BDE will determine the criteria for such an award and a proposal will be presented to the Board at a future meeting.

Year 2000 National Meet Projects

Mr. Phil Strassner of the Northern Virginia Chapter, displayed a proposed special limited edition tee shirt commemorating the 2000 National Meet.

Resolved: To approve the design of the NVa Chapter collectible tee shirt.

Motion by Anderson Second by Eichelberger

Vote: Approve - 8, Disapprove - 0

Mr. Strassner displayed a regular tee shirt logo that is also to be used on hats and sunvisors. Strassner noted that the flags would be changed, and that the words "2000 National Meet" would be added.

Resolved: To accept the logo be accepted as changed.

Motion by Schoppe Second by Gibbs

Vote: Approve - 8, Disapprove - 0

For the Board's information, Mr. Strassner presented a list of committee chairpersons and staff recruited for the 2000 meet.

Year 2001 National Meet Bid

A bid to hold the 2001 BCA National Meet in Buffalo, NY on July 11 - 15, 2001, has been submitted by the Niagara Frontier Chapter. Mr. Dave Robinson, NF Chapter Director who was on hand, will provide additional copies of the bid to Board members for their review.

Rich Gibbs' Resignation

Gibbs read a letter stating his intention to resign from the Board as of this meeting, citing a need to care for his mother who is terminally ill.

Per SOP No. 8, Bob Leets, of Michigan, the person with the fourth highest number of votes in the last election, was asked to fill the position. Mr. Leets was on hand and accepted, and will be seated at the May 1999 meeting.

Bill Anderson's Reply

Treasurer Anderson spoke to the Board and audience about the issues contained in BUGLE Editor Koch's letters from his perspective.

9. Adjournment

The meeting was adjourned at 5:10 PM.

Respectfully submitted, Ronald DeGroff, BCA #6457 Secretary