

BUICK CLUB OF AMERICA

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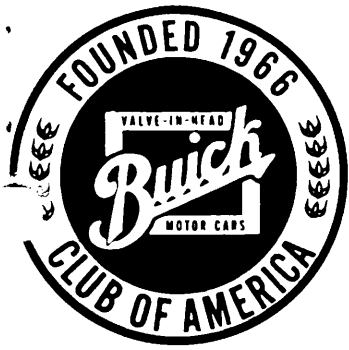
Buick Club of America

Minutes of the Board of Directors Meeting

Golden Nugget Hotel & Casino

Las Vegas, Nevada

May 15, 1999



1. Call to Order:

The May 15, 1999 meeting of the Board of Directors (hereinafter 'the Board') was called to order at 9:00 AM by President Vasilow. Secretary DeGroff served as recorder.

Officers and Directors Present:

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

Ken Liska, Vice President
Ron DeGroff, Secretary
Bill Schoening, Director
Jack Jones, Director

A quorum was present.

Val Ingram, BCA Office Manager, and Chuck Koch, Editor of THE BUICK BUGLE, and members from the following chapters:

Southern Nevada
Chicagoland
Dixie

Fireball
Orange County
Central Indiana

California Capitol
San Diego

2. Call to the Audience:

Steve Kelley, Chicagoland Chapter asked if his chapter needed permission to use the Buick logo on caps and jackets. Response: Yes, the use of the Buick logo by individuals or chapters, alone or in combination with other artwork, must be approved by the Board as specified in the BCA Rules and Regulations.

Jim Jaeger, Fireball Chapter, presented letters from various members concerning the relationship between the BCA and the Foundation in the up-coming Foundation Board election. President Vasilow acknowledged that the BCA and Foundation relationship may be unclear and asked that such discussion be handled separately after the meeting since this item was not on the meeting agenda.

Sheldon MacPherson, a BCA member, and also a member of GSCA, proposed, and requested that the Board approve, the formation of a Southern California Gran Sport organization as a chapter of the Buick Performance Division. President Vasilow explained that the bylaws of the BPD do not currently allow for the formation of chapters, also that the BPD is just getting started - an organizational meeting, with election of officers, is to be held in Columbus, Ohio at the National Meet. For now, the SCGS Club may be listed in the BUGLE as a Non-Affiliated club per SOP No. 11. BCA Office Manager, Val Ingram, will send the forms.

Bruce Andren, Orange County Chapter, mentioned that SEMA has offered to link their web site with those of other car clubs for dissemination of information. SEMA will be included with the BCA links.

3. Recess

President Vasilow asked for a short recess so that the Board could meet separately to organize and review pertinent items of club business prior to resumption of the meeting.

4. Minutes Review and Correction:

Refer to the Minutes of the February 20, 1999 Meeting, Technical Advisor Committee Report' page 10. Per Director Schoening, the panel discussion at the 1999 National Meet will cover '*general topics of restoration*' in addition to engines; and the word contracting should read '*contacting*'.

Resolved: To accept the minutes of the February 20, 1999 meeting, as corrected.

Motion by Schoening

Second by Eichelberger

Vote; Approve - 8, Disapprove - 0

5. Treasurer's Report: (Appendix A)

Treasurer Anderson reported that club's income and expenses are at a "break even" status as of the meeting. The club's tax returns have been completed and filed. Costs of the preparation of the 1999 Membership Roster issue are to be reviewed later by Editor Koch. Anderson presented a discussion and explanation of the statements and figures prepared by the club's accountant, Joel Gauthier.

With respect to the BCA Store, Treasurer Anderson reported that, to date from its initiation at the 1998 National Meet, the Store has taken in approximately \$27,000 from sales, with expenses at approximately \$26,000, equating to roughly a 3% return. The new Store advertising insert in the June, 1999 issue will include hobby related books from Classic Motor Books offered at a slight discount. (See also Section 6, BCA Store Update). Anderson mentioned that the Store pays for the preparation of the bi-monthly insert in the BUGLE.

Audience member and former Board member, Bruce Andren, the club's insurance coordinator, requested notification if the Store's inventory is increased in value.

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

Motion by Eichelberger

Second by Leets

Vote: Approved - 8, Disapproved - 0

6. Correspondence - Incoming:

Southern Arizona Chapter Revised Logo

Resolved: To approve the Southern Arizona Chapter's revised logo, as presented.

Motion by Eichelberger

Second by Schoening

Vote: Approve - 8, Disapprove - 0

Secretary DeGross will write a letter to the Southern Arizona Chapter indicating the Board's approval.

Los Angeles Chapter Request for name change

The Los Angeles Chapter has requested that their name be changed to Los Angeles 'Founding Chapter'. This request was tabled at the February 20, 1999 meeting. The Board's sense was that the request implied that the Los Angeles Chapter was the founding chapter, but investigation has shown that, while members of that chapter were founding members of the club, the chapter has not been in operation continuously. Central New England Chapter is recorded as being the longest continuously operating BCA chapter, approved in May, 1968 (see the discussion in the February 20, 1999 minutes).

Resolved: To deny the request from the Los Angeles Chapter.

Motion by Schoppe

Second by Schoening

Vote: Approved - 8, Disapproved - 0

An explanation of the Board's vote and an accounting of the club's recorded history is to be provided to the Los Angeles Chapter. It was suggested that such historical information be included on the BCA web site.

7. Committee Reports:

BCA Office Report

Office Manager Val Ingram reported that the office was running smoothly. In particular, she reported receiving numerous letters about broken Judging pins. Chief Judge Mac Blair has been notified.

BUGLE Editor's Report (Appendix B)

Editor Chuck Koch reported that BUGLE preparation and mailing expenses are approximately \$6700 under budget through April, 1999, pointing out that the total print order to date is 500 under budget, but 2200 more than last year at the same time. The projected cost for the year, after the June issue is out, is \$197,000, or \$8000 under budget.

Koch reported that the 1999 Roster issue expenses ran approximately \$2900 over budget, partially due to an extra amount of hand labor required for mailing.

He noted that Buick Motor Division has not been taking its usual ad space on the inside cover; with the advent of GM Brand Management, other advertising managers are involved. Koch will send a letter to the new manager requesting renewal of the ads. He mentioned, also, that the BPD's six months provisional insert also has been delayed.

Koch requested an increase in the budget for BUGLE postage and mailing from \$5000 to \$6000 per month.

Resolved: To increase the BUGLE Postage budget to \$6000 per month.

Motion by Eichelberger

Second by Schoppe

Vote: Approve - 8, Disapprove - 0

Chapter Coordinator's Report

Carol Derbin's report mentioned that some feedback from the February, 1999 meeting implied that the Los Angeles Chapter's request for name change appeared to be a dead issue. (The issue had been tabled - see Section 5, above.)

Regional Coordinator's Report

DeGross reported that, with respect to a proposed new Region in California, there was to be an organizational meeting of chapter directors or their representatives on May 26, 1999 at the California Credit Union League conference room in Pomona, California. Audience member, Cecil Don, of the California Capitol Chapter briefly described details of the issues to be discussed.

With respect to a new Region in the Four Corners states, DeGross reported that approvals were being obtained from each of the six member chapters by Mr. Mark Philbrook of the Mile High Chapter, and that Mr. Philbrook will be on hand at the National Meet in Columbus to present their proposal.

Internet Report

President Vasilow reported that the BCA web site has been recording a large number of visitors and receiving lots of publicity, and that many questions have been directed to her. The Orange County site, which shutdown because of out-of-date information, is being updated and will be back on shortly. She directed Bruce Andren, who also represented the Compact Buick Club, to send information about that club directly to Peter Garipey for posting on the BCA site.

Technical Advisor Committee

Director Schoening reported that there are now 40 people on the Advisors list, and that the list is to be published in the June '99 issue of the BUGLE. He noted that the advisors are receiving numerous questions by mail and e-mail.

It was recommended that these questions and answers, with an index, be added to the BCA web site as an FAQ (Frequently Asked Questions) page. Treasurer Anderson, who is one of the Technical Advisors, noted that he keeps a record of his activities, and may prepare an article based on an item of common interest determined from frequently asked questions. Schoening commented that the information provided by the advisors is to be based on Buick Factory documentation, or with the caveat, "to the best of the advisor's knowledge".

With respect to the Tech Sessions at the up-coming National Meet, two hours are planned - one hour will be a panel discussion by four or more individuals, and in the following hour, discussions will be at tables designated for specific years in a one-on-one format.

Chief Judge's Report

Chief Judge Mac Blair recommended that the new Reatta judging form be applied to front wheel drive Buicks, but he is open to other ideas.

Resolved: To approve Chief Judge Blair's recommendation to apply the Reatta form to front wheel drive Buicks.

Motion by Eichelberger

Second by Schoppe

Vote: Approve - 8, Disapprove - 0

In the course of the discussion, in a response to a question from Bruce Andren related to judging one's own class with a car entered in it, Treasurer Anderson indicated that the Strategic Planning Committee has addressed this issue in its up-coming report.

Advertising Agent Report

Jim Cain has asked Val Ingram to provide a breakdown of numbers of BCA member owned performance cars vs cars not identified as performance types. Anderson explained that Mr. Cain plans to target certain performance equipment suppliers and manufacturers for advertising sales, and would like to have this data to verify the size of the potential BCA market to the advertisers.

1999 - 2000 Budget (Appendix C)

Based on FY 1997/1998, and 1998/1999 actual data, and that the club is experiencing some growth in membership, Treasurer Anderson reported that estimated revenues will total approximately \$360,000, with expenditures of approximately the same amount, i.e., the budget presented is balanced. This budget proposes no dues increase, and provides for generally the same levels of expenditures as in past years. There are no extra funds allocated for additional Board travel expenses as suggested at a previous meeting, although it contains funds for Editor and Office Manager travel to the meetings as requested. The figures for BUGLE production expenses (\$188,000) have been trimmed to more closely approximate actual costs which have generally tended to underrun the budget in recent years.

Resolved: To approve the Budget proposal as presented (to allow discussions to continue).

Motion by Eichelberger

Second by Schoppe

Discussion: Bruce Andren suggested that the insurance premium estimate may be low if based on last year's late policy purchase. Editor Koch indicated the proposed BUGLE estimate was low based on his own 1999 figures to date and remaining issues to be completed. Anderson responded that if any item is increased, some other expenditure needs to be cut by a like amount, or raise revenues by some mechanism, or run next year on a deficit basis.

Additional comments on BUGLE size vs cost of production prompted a wide ranging discussion on the merits of the BUGLE as a club window and asset in recruiting. Audience member, Joanne Jones, suggested that \$5000 be added to anticipated dues, with the responsibility of the all current members to bring in new members, then add \$5000 to the BUGLE expense item. Several incentive programs used by other clubs for bringing in new members were described.

Ed Ingram mentioned that the club's trophy inventory is sufficient to cover only this year's meet, and that all trophies will need to be ordered in the coming year. Anderson explained that no matter how many are purchased and inventoried, Joel Gauthier expenses only the cost of the number awarded during the year; the rest are held in inventory and carried as an asset. Ed and Val indicated some questions about how much money should be identified in the Budget for trophies. Anderson further explained that the budget under consideration is an 'operating budget', and that funds for a large purchase of trophies should come from the capital budget, which considers the actual amount of cash on hand.

---- Break for lunch ---

Further discussion on the quantities of trophies to be purchased determined that only bronze are needed for this year's meet, there being sufficient gold and silver on hand. President Vasilow and Mrs. Ingram will work together to establish the quantities of bronze trophies to be purchased.

The motion on the floor to approve the proposed FY 1999/2000 Budget is to be amended as follows:

Resolved: To approve the budget proposal as presented, except add \$5000 to new member revenue and \$5000 to BUGLE expense.

Vote: Approve - 8, Disapprove - 0

Strategic Planning Committee

Anderson reported that the committee had made good progress, but has not yet reached agreement on a final document to present to the Board.

BCA Store Update

Anderson reported that BMD is changing some products that the Store handles through Swinger. He presented sketches of proposed new Buick identified products - baseball caps with various '40s, '50s and '60s logos and other trim. Others are to come. As mentioned in the Treasurer's Report above, there will be a more extensive line of Buick-related books by Classic Motorbooks sold to the Store at wholesale, for resale to BCA members at a small savings.

Buick Performance Division

President Vasilow has 60 - 70 returned BPD surveys of which only 30 - 40 are current BCA members, while the others expressed an interest if the BPD became a reality. To be sure that BPD applicants also become BCA members, Vasilow proposed that initial BPD applications be on the reverse side of the BCA application. She will work with Val Ingram to be sure that the plan to develop membership lists works smoothly.

Editor Koch expressed a concern about the preferred treatment given to the newly formed BPD in fairness to other Divisions. Vasilow indicated that the Board's feeling is that the Buick Performance group is considered so important to the future of the club that provisional special treatment is necessary to get them started; the other divisions (BDE and Reatta) being better established when they came to the BCA.

8. Unfinished Business

Year 2001 National Meet

The Niagara Frontier Chapter's proposal calls for the 2001 National Meet to be in Buffalo, NY, July 11 - 15, 2001, at the Radisson Hotel & Suites at the airport.

Resolved: That the Niagara Frontier Chapter's bid be approved.

Motion by Eichelberger

Second by Schoening

Discussion: Vasilow indicated a concern that an additional \$5.00 had been added to the hotel room rate by the chapter as noted in supplemental copies of their bid furnished to the Board following the February, 1999 meeting. There followed a general discussion with the audience on already high hotel costs for car meets vs the desires of the host chapters not to lose money. There have been reports that the Minuteman Chapter, host for the 1998 National Meet, may have lost money because a portion of promised seed money from their local Buick Zone Office was not available because of the GM strike. Since their Financial Report is overdue, Mrs. Ingram will contact them to be sure it is forwarded. Eichelberger suggested the following amendment to his motion:

Resolved: That the Niagara Frontier Chapters's bid be approved with the provision that President Vasilow speak to the Meet Chairman about the additional fee and their profit sharing activities.

Vote: Approve - 8, Disapprove - 0

RFQ for Editor/Printing of the BUGLE

The investigating committee composed of Liska, Anderson and Vasilow have agreed not to proceed further on this issue. No further discussion is thought necessary.

9. New Business

Ballots for Spousal Vote

A recent meetings, there have been discussions about proposals to add an additional \$3 to \$5 to family membership dues when there is to be an additional Board election ballot for spousal voting privileges. The distribution of the second ballot could be by an additional mailing of the issue containing the ballot. Currently about 1100 of the 9600 BUGLEs mailed monthly are sent to two named individuals at an address.

Resolved: That this issue be reserved for discussion at the General Membership meeting at the Columbus, OH National Meet

Motion by Leets

Second by Eichelberger

Vote: Approve - 0, Disapprove - 0

Invitation by the Northern Virginia Chapter to host a Board Meeting in January or February, 2000.

The Board agreed to postponed this item until the newly elected Board members are seated at the July, 1999 meeting.

Location of BCA Store Merchandise

Schoppe mentioned a concern about the Store items not being kept at the BCA Office. Val Ingram once indicated there was sufficient space at the BCA Office for inventoried items. Treasurer Anderson explained that he and the Store Committee chose to maintain the inventory to see the Store through its startup. Now, due to time constraints experienced by the committee, it may be time for others to take over the operation. Anderson suggested that an ad be run in the BUGLE to find a volunteer to run the Store.

Resolved: That the club run an ad in the BUGLE for volunteers - individual(s), chapter(s) or division(s) - to handle the BCA Store operations and shipping.

Motion by DeGroff

Second by Leets

Vote: Approve - 8, Disapprove - 0

Checks to the BCA Office

Schoppe mentioned a concern about the way statements and cancelled checks from the Bank of America are currently being handled, saying that they are intended to be all kept on file at the Office. Anderson suggested that the club checkbook be kept at the club office in Hesperia, CA so the Office Manager can write checks for invoices to be paid, and have the cancelled checks sent there directly from the bank rather than to other locations, incurring delays or incomplete files.

The Board agreed to postpone discussion on this issue until the newly elected Board members are seated at the July, 1999 meeting.

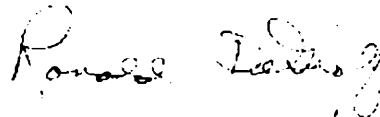
Locations of Board Meetings

Audience member Bruce Andren questioned to Board's plans to continue holding Board Meetings around the country, saying that the present practice may not conform to the Bylaws or California Corporate law, especially for those meetings when officers are elected. The Board agreed to postpone discussion on this item until the July meeting when the new Board is seated. Specific provisions of California Corporation Law Number 5510 are to be reviewed.

10. Adjournment

The meeting was adjourned at 3:40 PM.

Respectfully submitted,



Ronald DeGroff, BCA #6457
Secretary