

June 30, 2018

Letter received from Mark Shaw regarding Terry Weigand' s possible expulsion and Prewar revision.

June 30, 2018

Letter received from John Schieb regarding Prewar Division.

July 1, 2018.

President Alan forwarded an email received from BCA Office indicating that a letter had been received from the State of California Franchise Tax Board stating that Charitable Exempt Status of BCA had been revoked for not filing the correct forms on time.

President Alan indicated the following :

Last night, Bill and I received an email from Mike Book with the attached notice from the California Tax Board, stating the Club's tax exempt status had been suspended. This is due to a failure to file a statement of information form with the secretary of state. The form is supposed to be filed every odd-numbered year by the corporation representing the Club in California.

Action as follows :

This morning, Bill spoke to the California Franchise Tax Board and the secretary of state's office. Then, Bill and I had a conference call with Brett Gordon, of our CPA firm Pusateri and co.

### **What happened?**

The form was last filed in 2013. Because the Club was incorporated in California, the Club has a firm that "represents" it there – CT Corp. In years past, they have filed the forms at the request of our previous CPA Joel Gauthier. Joel, apparently, had not set up the filing as an automatic event, but had to tell CT corp. to file it.

This information was lost when Joel died and we transitioned to Pusateri.

No notices were ever sent to the BCA until the one we just received.

### **Here's what we've done:**

Pusateri will start work immediately on preparing and filing the updated forms, and Brett will personally speak with the California tax offices.

Bill has already set up the automatic notification so that the Club will receive an alert when it is time to file the forms again.

Brett Gordon of Pusateri is confident that once the proper forms are filed, our tax-exempt status will be fully restored and there will be no lapse, and likely no tax consequence. There may be a fee of a few hundred dollars to re-instate the Club.

It is important to note that the missed filing and suspension of our tax exempt status happened before Terry's conversation with the IRS.

July 3, 2018

Motion one put forth by Ed

Move that all actions taken by the BOD at the National meet regarding the CFO position be declared null and void.

Motion two put forth by Ed Move that a committee be established to define the responsibilities of the Treasurer and the responsibilities of the CFO in the event the Board decides that splitting the duties of the Treasurer and appointing a CFO is in the best interest of the membership.

July 4, 2018

Email sent to Alan by Ed and copied to BOD regarding "Open Issues".

Alan responded and copied BOD on July 5 2018.

July 5, 2108 Ed withdraws his second motion in the interest of clarity.

July 6, 2018

Email sent to BOD from Alan as follows:

I believe having the floor open 24/7/365 is counter- productive to running the board. We need to have BOD meetings with a beginning, end, and clear achievable goals – and a civil discussion.

I am not aware of any Board of Directors, in business or otherwise, where the floor is open 24/7/365.

The reality of the past year with having the floor open 24/7/365 is we often get motions offered in a fit of pique; and we get email bombs delivered any time of the day or night, with holiday weekends being the favorite time to drop a stink bomb.

We need much more discipline to our deliberative process.

Therefore, I ask for your support guidelines for the this year:

The "floor" will not be open 24/7/365 for motions, emails, missives, etc. I propose we open the floor for suggestion of items to include on the next BOD call or meeting *a week before the meeting*. We'll take the suggestions and prioritize them for inclusion in the next BOD meeting/call. BOD business will be conducted during those calls/meetings. When the floor is open, we'll adhere to business hours of 8am to 8pm eastern time, M-F.

Obviously if there is some emergency that demands immediate action, we'll do so.

Civility: During our recent BOD call to introduce Larry, John, and Jack, Jack offered that one of his goals for the Board is to re-establish civility. I couldn't agree more. I am co-opting Jack's idea and making the restoration of civility one of key goals for this year. Emails that are offensive, personally attack others, or otherwise violate the standards of discussion among ladies and gentlemen will be shut down. I know we'll often disagree on issues – but we can disagree without name calling.

Our other goals must include:

**Financial audit** : We need to identify firms (perhaps 3 options) that could handle the work, solicit proposals, and choose a firm.

**Set up and execute a strategic planning process** : I believe we need a committee to discover the best way for a club such as ours to go about strategic planning. Are there firms we could/should hire to guide us? What goals do we wish to achieve with the strategic planning process? How long should it take? How much should it cost?

Either of these projects would demand a lot of the board. Both of them demands a lot more.

I suggest we establish a committee to tackle each: the audit, and the strategic planning process.

### **Financial Reporting**

Bill has prepared a financial summary of the past 3 years to be included in the next mailing of the Bugle and to put on the website at the same time as the Bugle mailing. He will be sending them to the BOD soon.

In case anyone caught it, Peter Gariepy inadvertently posted it on the website last night before it was supposed to go up. It was pulled after a few minutes.

Additional financial reports which will be posted as soon as they are complete:

-Annual tax returns, which will include a summary of the national meet income and expenses

-Annual financial summaries

-Monthly financial reports

I will offer Monday, August 13<sup>th</sup> as the date for our next BOD conference call.

PLEASE CONFIRM THAT YOU ARE AVAILABLE AND WILL PARTICIPATE ON THE 13<sup>TH</sup>. As before, I suggest 7pm Eastern, 6pm Central.

July 6, 2018

Bill sent an email to the BOD indicating that the financials had been posted on the WEB.

July 10, 2018

Letter sent to BCA BOD member Terry Wiegand regarding expulsion as follows

Terry Wiegand BCA # 25247  
210 E Avenue F  
South Hutchinson, KS 67505-2038

Dear Terry:

On Friday, June 22, 2018, the Buick Club of America board of directors passed the following motion:

That "The BOD begin expulsion proceedings against Terry Weigand member # 25247, for Terry's conduct that has disturbed the order, dignity, business or harmony of the BCA, and/ or has impaired its good name, goodwill, or prosperity."

Following BCA standard operating procedures, this letter notifies you that there will be a vote by the full board during the Board meeting conducted by telephone conference Monday, August 13<sup>th</sup> at 7pm Eastern/6pm Central time to take final action on this motion.

You will have an opportunity to present a defense at this time, prior to the vote.

Regards,

Alan D. Oldfield, President  
Buick Club of America

July 12, 2018 Alan with the consent of John Steed brakes the tie vote of the BOD in Denver and appoints Roberta as BCA VP

July 13, 2018

USPS receipt of delivery signed by Terry Wiegand

July 17, 2018

## BUICK CLUB OF AMERICA MOTION RESULTS

|                                  |  |                             |             |                   |                  |
|----------------------------------|--|-----------------------------|-------------|-------------------|------------------|
| <b>Date Published :</b> 8/7/2018 |  | <b>File #:</b> 2018-2019-02 |             |                   |                  |
| <b>Motion</b>                    | Approve Membership Meeting minutes with Gerstkemper petition from Denver National Meet |                             |             |                   |                  |
| <b>By:</b>                       | <b>John Steed</b>  | <b>7/17/2018</b>            | <b>2nd:</b> | <b>Jack Welch</b> | <b>7/22/2018</b> |
| <b>Discussion notes:</b>         |  |                             |             |                   |                  |

|               |            |           |                        |                           |
|---------------|------------|-----------|------------------------|---------------------------|
| <b>VOTING</b> | <b>YES</b> | <b>NO</b> | <b>Abstain (ABS) /</b> | <b>Date Voting Opened</b> |
|---------------|------------|-----------|------------------------|---------------------------|

|                     |   |   |                    |                                 |
|---------------------|---|---|--------------------|---------------------------------|
|                     |   |   | No Vote Cast (NVC) | 7/22/2018                       |
| Alan Oldfield Pres. | X |   |                    |                                 |
| Edward De Pouli     |   |   | X                  | Date voting Closed<br>7/23/2018 |
| Larry DiBarry       |   | X |                    |                                 |
| Robert Safrit       | X |   |                    |                                 |
| Roberta Vasilow VP  |   | X |                    |                                 |
| Terry Wiegand       |   |   | X                  |                                 |
| Larry Schramm       |   | X |                    |                                 |
| John Steed          | X |   |                    |                                 |
| Jack Welch          | X |   |                    |                                 |
|                     |   |   |                    |                                 |
| ? -C.Judge          |   |   |                    | Judging Issues Only             |
| Bill Stoneberg-CFO  |   |   |                    | Financial Issues Only           |
|                     |   |   |                    |                                 |

|  |
|--|
| <b>Jack Welch: Recording Secretary</b> |
|  |

July 22, 2018

Email from Bill Stoneberg regarding End of Year Numbers

Here are the Year end Numbers from last year. They will be in the September Bugle.

Any questions, please ask.

1:11 PM  
 07/19/18  
 Accrual Basis

**Buick Club of America**  
**Profit & Loss**  
 July 2017 through June 2018

|  | Jul '17 - Jun 18  |
|--|-------------------|
| <b>Ordinary Income/Expense</b>                 |                   |
| <b>Income</b>                                  |                   |
| 4100 · Bugle Advertising                       |                   |
| 4101 · Advertising - Display                   | 13,145.75         |
| 4102 · Advertising - Classified                | 11,508.45         |
| <b>Total 4100 · Bugle Advertising</b>          | <b>24,654.20</b>  |
| 4110 · Stockroom Sales                         |                   |
| 4112 · Sales - Print                           | 7.50              |
| 4116 · Sales - Clothing                        | 107.73            |
| 4117 · Sales - Awards                          | 20.00             |
| 4110 · Stockroom Sales - Other                 | 331.54            |
| <b>Total 4110 · Stockroom Sales</b>            | <b>466.77</b>     |
| 4120 · New Members                             |                   |
| 4121 · New Members - 1 Year                    | 20,710.50         |
| 4122 · New Members - 2 Years                   | 2,344.00          |
| 4123 · New Members - 3 Years                   | 2,109.00          |
| <b>Total 4120 · New Members</b>                | <b>25,163.50</b>  |
| 4130 · Renewals                                |                   |
| 4131 · Renewal - 1 Year                        | 198,389.00        |
| 4132 · Renewal - 2 Years                       | 26,021.00         |
| 4133 · Renewals - 3 Years                      | 58,617.00         |
| 4135 · Returned Checks                         | -385.00           |
| <b>Total 4130 · Renewals</b>                   | <b>282,642.00</b> |
| 4140 · Investment Income                       | 3,976.41          |
| 4145 · Donations - Non Deductible              |                   |
| 4146 · Patron Donations                        | 17,543.74         |
| 4147 · BHA Donations                           | 6,146.50          |
| 4145 · Donations - Non Deductible - Other      | 0.00              |
| <b>Total 4145 · Donations - Non Deductible</b> | <b>23,690.24</b>  |
| 4150 · Miscellaneous                           | 360.58            |
| <b>Total Income</b>                            | <b>360,953.70</b> |
| <b>Expense</b>                                 |                   |
| 5010 · Bugle                                   |                   |
| 5011 · Bugle - Mailing                         | 51,078.92         |
| 5012 · Bugle - Printing                        | 111,324.93        |
| 5013 · Bugle - Typesetting                     | 28,574.81         |
| 5014 · Bugle - Editing                         | 44,100.00         |
| 5031 · Telephone                               | 914.66            |
| 5041 · Postage                                 | 343.88            |
| 5071 · Bugle - Other                           | 2,079.75          |
| 5081 · Travel                                  | 816.12            |
| <b>Total 5010 · Bugle</b>                      | <b>239,233.07</b> |
| 5110 · Cost of Sales - Stockroom               |                   |
| 5119 · Automobilia                             | 884.30            |
| 5120 · Shipping                                | 128.07            |
| <b>Total 5110 · Cost of Sales - Stockroom</b>  | <b>1,012.37</b>   |

1:11 PM  
07/19/18  
Accrual Basis

**Buick Club of America**  
**Profit & Loss**  
July 2017 through June 2018

|   | <u>Jul '17 - Jun 18</u> |
|---|-------------------------|
| 5200 · Office Administration              |                         |
| 5201 · Membership Database                | 612.75                  |
| 5211 · Equipment Maintenance - Office     | 369.96                  |
| 5221 · Management                         | 42,000.00               |
| 5241 · Telephone - Office                 | 1,963.48                |
| 5242 · Printing -                         | 936.43                  |
| 5261 · Postage - Office                   | 5,955.27                |
| 5271 · Office Supplies - Office           | 3,227.66                |
| 5272 · Travel - Office                    | 1,053.56                |
| 5281 · Office Admin. - Other              | 774.00                  |
| <b>Total 5200 · Office Administration</b> | <b>56,893.11</b>        |
| 5410 · Chapter/Region Oper                |                         |
| 5431 · Chapter Allotments                 | 1,000.00                |
| 5441 · Supplies                           | 29.00                   |
| 5451 · Advertising - Chapter              | 876.22                  |
| 5454 · Advertising - Other                | 607.00                  |
| <b>Total 5410 · Chapter/Region Oper</b>   | <b>2,512.22</b>         |
| 5420 · Judging                            |                         |
| 5481 · Judging - Other                    | 94.12                   |
| <b>Total 5420 · Judging</b>               | <b>94.12</b>            |
| 5600 · Board                              |                         |
| 5601 · Travel - Board Meetings            | 16,146.66               |
| 5621 · Telephone - Board Members          | 2,236.79                |
| 5641 · Board - Other                      | 6,101.06                |
| <b>Total 5600 · Board</b>                 | <b>24,484.51</b>        |
| 5700 · Corporate Expenses                 |                         |
| 5701 · Accounting Services                | 6,900.00                |
| 5711 · Legal Services                     | 736.00                  |
| 5715 · Website Maintenance                | 10,200.00               |
| 5716 · Website Software                   | 2,708.74                |
| 5721 · Taxes - Federal                    | 1,139.13                |
| 5731 · Taxes - State                      | 708.87                  |
| 5751 · Insurance                          | 7,709.00                |
| 5755 · Global Monthly Expense             | 1,835.53                |
| 5756 · Online Membership CC Fees          | 3,070.56                |
| 5757 · Bank Charges                       | 258.52                  |
| 5771 · Corporate - Other                  | 714.96                  |
| 5775 · BHA Donations Out                  | 5,869.44                |
| <b>Total 5700 · Corporate Expenses</b>    | <b>41,850.75</b>        |
| 5730 · Sales Tax                          | 31.21                   |
| <b>Total Expense</b>                      | <b>366,111.36</b>       |
| <b>Net Ordinary Income</b>                | <b>-5,157.66</b>        |
| <b>Net Income</b>                         | <b>-5,157.66</b>        |

1:10 PM  
07/19/18  
Accrual Basis

**Buick Club of America**  
**Balance Sheet**  
As of June 30, 2018

|                                       | <u>Jun 30, 18</u>        |
|---------------------------------------|--------------------------|
| <b>ASSETS</b>                         |                          |
| Current Assets                        |                          |
| Checking/Savings                      |                          |
| 1016 · Checking - Key Bank            | 58,575.28                |
| 1066 · Investments - Morgan Stanley   | 503,414.24               |
| 1068 · Investments - EE Bonds         | 90,000.00                |
| Total Checking/Savings                | <u>651,989.52</u>        |
| Accounts Receivable                   |                          |
| 1070 · Postal Deposit                 | 8,000.00                 |
| Total Accounts Receivable             | <u>8,000.00</u>          |
| Total Current Assets                  | 659,989.52               |
| Other Assets                          |                          |
| 1830 · Prepaid Expenses               | 9,270.00                 |
| Total Other Assets                    | <u>9,270.00</u>          |
| <b>TOTAL ASSETS</b>                   | <b><u>669,259.52</u></b> |
| <b>LIABILITIES &amp; EQUITY</b>       |                          |
| Liabilities                           |                          |
| Current Liabilities                   |                          |
| Other Current Liabilities             |                          |
| 2650 · Deferred Revenue               | 114,903.01               |
| Total Other Current Liabilities       | <u>114,903.01</u>        |
| Total Current Liabilities             | <u>114,903.01</u>        |
| Total Liabilities                     | 114,903.01               |
| Equity                                |                          |
| 3710 · Retained Earnings              | 523,164.17               |
| 3715 · Designated R/E - Life Memb     | 12,350.00                |
| 3718 · Designated R/E - Dir & Hndb    | 24,000.00                |
| Net Income                            | <u>-5,157.66</u>         |
| Total Equity                          | <u>554,356.51</u>        |
| <b>TOTAL LIABILITIES &amp; EQUITY</b> | <b><u>669,259.52</u></b> |

# 7 MOTION RESULTS

|                                  |   |           |                             |            |           |
|----------------------------------|---|-----------|-----------------------------|------------|-----------|
| <b>Date Published :</b> 8/7/2018 |   |           | <b>File #:</b> 2018-2019-03 |            |           |
| <b>Motion</b>                    | Approve Minutes of BOD Meeting at Denver National Meet as prepared by John DiFore |           |                             |            |           |
| <b>By:</b>                       | Jack Welch  | 7/23/2018 | <b>2nd:</b>                 | John Steed | 7/24/2018 |
| <b>Discussion notes:</b>         |   |           |                             |            |           |

| VOTING              | YES | NO | Abstain (ABS) /<br>No Vote Cast (NVC) | Date Voting Opened<br>7/24/2018 |
|---------------------|-----|----|---------------------------------------|---------------------------------|
| Alan Oldfield Pres. |     |    |                                       | Date voting Closed<br>7/30/2018 |
| Edward De Pouli     | X   |    |                                       |                                 |
| Larry DiBarry       | X   |    |                                       |                                 |
| Robert Safrit       | X   |    |                                       |                                 |
| Roberta Vasilow     | X   |    |                                       |                                 |
| Terry Wiegand       | X   |    |                                       |                                 |
| Larry Schramm       | X   |    |                                       |                                 |
| John Steed          | X   |    |                                       |                                 |
| Jack Welch          | X   |    |                                       |                                 |
|                     |     |    |                                       |                                 |
| ? -C.Judge          |     |    |                                       | Judging Issues Only             |
| Bill Stoneberg-CFO  |     |    |                                       | Financial Issues Only           |
|                     |     |    |                                       |                                 |

**Jack Welch: Recording Secretary**

July 23, 2018 President Alan asks for volunteers in selecting an accounting firm to do an audit on the Club finances. A vote to fund an audit had already been approved by the 2017- 2018 BOD.

Larry S and Roberta volunteer to do research on selecting a CPA firm to perform an audit.

July 23, 2018

An Email to President Alan and copied to the BOD was received from Terry Wiegand in response to the year end numbers and upcoming audit. Terry mentioned he felt that the current accounting firm should not be used for the audit. The email contained some non relevant (to the matter at hand) opinion about the BCA National Office. Opinion were also voiced about the current CFO and potential wrong doing and secrecy.

Terry indicated that the Club should get on with the audit.