

BUICK CLUB OF AMERICA

**January 2, 2019
5:56 pm CT**

AT & T Host to Mike Book Conference ID P as in Peter, M as in Mike, B as in Boy,
9580.

Operator: This conference is being recorded.

Alan Oldfield: Informs BOD that Mike and Nancy Book will address the BOD regarding the
role of the BCA office and its transition.
He also mentions that the Books will sign off once following any questions
and answers on their presentation.

Ed DePouli: Inquires about Mikes health following his surgery. Ed acknowledges Mike
length of service and health concerns

John Steed and Bill Stoneberg : acknowledges the Books length of service to the Club

Alan Oldfield: asks the Books about the sequence of changing over the office

Mike and Nancy Book describe the upcoming transference of the Office to a new provider
They also describe the financial structure of the Club and the relationship
between the BCA Office and The BCA's accounting firm. They also mention

the benefit of having the surplus funds that we currently have and how those funds are currently distributed. They describe the low risk type of investments that the Club funds are invested in.

Their final statement : The club has the advantage of having a reserve that most other clubs do not have. We can preserve the security of the future of the club from a position of strength.

Jack Welch: States that we as a Board have voted not to spend funds to shrink wrap the Bugle, and indicates his preference for not spending any more money than we have to for the new Office contractor.

John Steed states that the BCA is now operating at break even and that no more should be spent than necessary for a new Office contractor.

Bill Stoneberg: indicates : I've seen our checking account balance drop from approximate, you know, on the average somewhere between 90 and \$100,000 month to month down to somewhere between \$50 and \$60,000 month to month in the last two to three years. And that is reserves that we use to, you know, to make sure that we can pay our bills. And this shows me that the money is just not coming in as it once did.

Alan Oldfield: wants to add advertising costs and benefits to the discussion

Larry Schramm: asks about advertising. It's from the Bugle. My first question is what percentage of the advertising over the last 1, 2, 3 years is actually what I'd call new advertising versus just the standard month to month? You know, the build division has an ad every month. We know Bob's memorabilia has a month, but how much of it is actually additional revenue versus just the month to month? Because if it's a nominal amount then the advertising revenue that

we get isn't that much and if my memory is right, and I don't have the numbers in front of me. But maybe Bill you can answer. Isn't about 2 to \$3,000 a month we get for advertising? Is that correct number? Or was that the commission that was paid on advertising?

As for, you know, saying that Cornerstone is going to be automatically always getting more expensive, I guess that depends upon what type of contract we sign with them. It could be very much on the more expensive than going with Clark's right now. But the other thing is we can put in (unintelligible) in that to say we're, which we already agreed to. But we were going to review the contract every year and if the pricing and cost get out of control, we can just say, you know, next September we're going to rebid the contract. And tell them that. Because, you know, you haven't, you know, it has not been in control.

Jack Welch states that membership will continue to decline and we have to be prepared for that.

Larry Schramm states that he believes the membership issue can be turned around.

Jack Welch: States :. We cannot increase membership. It's a declining base of people period. All the technology in the world is not going to change that reality.

Bob Safrit: States . We're going to continue to lose members. When Ed, Larry D and I, made calls last fall. The ones I got on the phone, they just wanted to talk cars. They're not technical. They've got a certain year. And if you can sit and talk to them about that year, they're just very enthusiastic about it. But we are going to continue to lose members and a structured organization. It's happening with everything, churches, everything.

Bill Stoneberg: asks : Larry I have a question for you. How does a corporation with a president and two clerks that know nothing about our club, you know, handle - how can it increase our membership versus, you know, Brian and (Kim) who know our club, know the people, and have been involved with it?

Misc. members had discussion on the value and pros and cons of data bases in retaining and obtaining new members.

Larry Schramm: makes a motion to vote on the two finalists for the Office Management position

Larry DiBarry: seconds the motion

Alan Oldfield: The two finalists are Cornerstone and Brian and Kim Clark.

John Steed: inquires about the length of the contract and evaluation of the contractor

Alan Oldfield: Recommends a one-year term. So that we have an opportunity to evaluate before we get too far down the road if there are things we don't like.

Larry Schramm: . I'll amend the motion to say to make a vote on who it is subject to a one-year term.

John Steed: I think we need to have something that says we will conduct some kind of an evaluation within that year term before - the Cornerstone contract says that, you know, their 12-month period contract. And it also says they'll get at least a 5% raise each year. Which kind of bothers me that they're telling us it's

going to be a 5% raise if our revenue base goes down, I hate to give them a 5% raise every year.

Jack Welch: mentions the membership has indicated a preference for the Clarks

Larry S indicates that technology is more important

Alan Oldfield: I'm going to try and capture what we have so far for a motion. Motion to choose among our finalists. That's Brian and (Kim) Clark or Cornerstone, a one-year term. And I'm going to suggest a subcommittee of the board evaluate performance of our choice at the nine month mark, so we know 90 days ahead of time what our position is on a possible renewal. Would that be amenable to everybody?

Alan Oldfield: I'll try to restate the motion as I understand it. There being no further discussion, here's what I believe we're voting on. Correct me if I'm wrong. A motion to choose between Brian and (Kim) Clark and their application for office manager or Cornerstone and its application. We're talking about a one-year term with a nine-month evaluation. I don't know that this needs to be in the contract, but we as a board have decided that no later than the nine month end of the term, we will evaluate our happiness with the performance of our chosen vendor. And that will position us for possible renegotiation going into a second term if we want to do that. Have I captured that correctly?

Jack Welch: Yes

Alan Oldfield: Revised motion stands seconded by Ed DePouli.

Ed DePouli: Just having said that, I vote for Cornerstone.

Larry DiBarry: Cornerstone.

Bob Safrit: The Clarks.

Larry Schramm: Cornerstone.

Jack Welch: I vote for Clarks.

Roberta Vasilow: Cornerstone.

Jack Welch: The Clarks.

Terry Wiegand: I vote for Cornerstone.

Bill Stoneberg: Clarks.

Alan Oldfield: By my count we have five votes for Cornerstone, four votes for Brian and (Kim) Clark. Everybody count it that way?

Group: Yes.

Alan Oldfield: All right, then the board has voted to engage Cornerstone as our new office manager with a one-year term going forward.

Alan Oldfield: asks: do we want to try to get motions of approval for the two sets of minutes that you sent out?

Jack Welch: Yes, that would be great if somebody would move and second that. That would be great.
We have two sets of minutes. One was for the end of August. The other one was for the conference call of 10/31. Does that sound right?

Alan Oldfield: I just thought we'd take advantage of all the time we're all together here and make it expedient. So I'm assuming that the minutes are usually noncontroversial. So I would entertain a motion and a second to approve the minutes of board activity from August 13 through the end of August.

Ed DePouli: So moved.

John Steed: I'll second. This is John Steed.

Alan Oldfield: John Steed second. So we have a motion to approve minutes of the board activity from August 13 through August 13. Ed made the motion. John Steed seconded. I'm going to ask if there are any abstentions?

Alan Oldfield: Yes, let's get them out. So no abstentions. Does anyone go against approval? Does anyone vote no of the approval of these minutes? Then motion, I presume then the motion would pass. All right, thanks very much.

Ed DePouli: DePouli here. I move that we approve the conference call minutes with the date to be filled in by Jack.

John Steed: I'll second it. This is John Steed.

Alan Oldfield: John Steed seconds again. Is there a discussion? There being no discussion. Do we have any abstentions on approval of those minutes? Do we have anyone who votes no? Minutes are thereby approved.

Alan Oldfield: All right so next step is to work out the contract. Anyone who has specific details that they think we must attend to in this discussion. If you would shoot that to me via email ASAP. I will get on the phone well either phone or email tonight, first thing in the morning to inform the Clarks and Cornerstone what our decision was. And we'll get started on the transition. Obviously I'll inform the Books as well.

In the interest of keeping us focused on this transition, I'm going to close the floor for motions until a little bit later. And I ask for a call for adjournment.

Jack Welch: So moved.

Alan Oldfield: Jack moves to adjourn. Second?

John Steed: This is John Steed. I'll second.

Alan Oldfield: John Steed seconds. All in favor?

Larry Schramm: I have a question.

Alan Oldfield: Before we adjourn Larry has a question.

Larry Schramm: My question is are we not going to discuss the audit

Alan Oldfield: in our last meeting, we left the audit at this point which is that we needed additional bids so that we had three companies that were bidding on both an opinion and a forensic audit. And I haven't seen anything since then.

Larry Schramm: indicated that three RFQs were sent out and only one firm replied and that price was for a forensic audit.

Larry indicated gave his opinion on why we only received one bid.. He also alleged that members voting against an audit had questionable motives for doing so. Larry S gave further opinions on Club finances and criticized a lack of leadership.

Alan Oldfield: The board agreed that we wanted three bids from three companies that would bid for both kinds of audits. We didn't get that. It was assigned to you and Bob and Roberta to work together towards that end. That didn't happen. As I look at the minutes from our last conference call. We went through all of this and I reiterated the original charge to the subcommittee about audits was three companies each of which would bid on both kinds of audits. So we had three genuine choices. At the end of that call, I restated that, and you agreed that you were going to go get it. I haven't seen it.

Nancy Book has gotten out and found another good firm. They are about to present us with an audit proposal for both kinds of audits. The original charge was three firms, both kinds of audits. We don't have that. Until we have that, I'm not going to call for a vote.

Alan further indicated that the Club does need an audit.

John Steed: indicated that He was displeas with Larry S indicated he had an ulterior motive for voting no in the original audit vote.

Various members discussed the cash flow of the BCA and who does or does not get involved in the Club's cash. The proper handling of receipts. How the BCA currently handles those receipts BOB members also discussed the need for publishing of financials and IRS requirements

Larry Schramm: The previous boards did not live up to the requirements of the club bylaws.

John Steed: That I'll agree with. That doesn't mean there's a reason to bring the IRS in.

Jack Welch: The receipts that go along with the requisition for payment all reside in the BCA office. We as a board are just getting this information as an FYI. We're not approving anything.

Alan Oldfield: . I absolutely , 100% support a vote on audit proposal. The proposal should as originally outlined by this board have three companies which are offering us both options. As soon as we get that I will push full speed ahead for it. And Larry you took the helm. The responsibility lies squarely with you and Roberta who said we'll handle it. We'll bring it to the board. You didn't. That's why where we are tonight.

And Bob and I asked the group to work collaboratively. I know for a fact that didn't happen.

Alan Oldfield: I suspect we will have an option that includes both kinds of audits coming from Nancy Book -- who I think has done some pretty good work from what I can tell -- soon. I will forward that to everybody as soon as we have it. As

soon as I have it. That'll give us that option. That'll give us two maybe 2-1/2 options, okay? That's what I expect next.

BUICK CLUB OF AMERICA MOTION RESULTS

Date Published : 1/2/2019		File #: 2018-2019-10	
Motion	Vote on the two finalists for the BCA Office		
By:	Larry S		2nd: Ed De Pouli
Discussion notes: Results of vote are captured in the minutes			

VOTING	YES	NO	Abstain (ABS) / No Vote Cast (NVC)	Date Voting Opened 1/2/20189
Alan Oldfield Pres.				
Edward De Pouli	X			Date voting Closed 1/2/2019
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

END

Jack Welch: Recording Secretary