

BCA Minutes February 2019

2/3/2019 The BCA office provide a list of vouchers to be paid.

2/5/2019 Jack : I have attached minutes of our 1/2/2019 Teleconference for review/

2/5/2019 Terry wants a call to discuss the audit.

2/5/2019 President Alan: The floor is open to a motion, second, discussion and vote on the minutes.

Please, can we do this without name calling this time? He also refers to comments made during the last discussion of minutes.

2/5/2019 President Alan : Terry. I am happy to call a conference call with the Board, to discuss the proposals we have in house right now. That would be the one and a half from Larry S, and the two full proposals from Nancy Book and Bob Safrit.

Let's be clear about who and what is "dragging this out": Larry S wrote an email to the Board several weeks ago that he would have two more proposals to present to the board by Jan 31st. That time has now passed. So, we will stop waiting.

Several board members are not available this week, I know, and that is also the case for one or more next week.

So, let's look at our calendars for the week of Feb 18th. Just to get things started, I will suggest the afternoon of Tuesday Feb 19, or the evening of the 19th.

If that doesn't work, suggest dates that do work.

2/5/2019 John Steed seconds the motion to approve the minutes.

(the Secretary had taken the liberty of not including some heated discussion conversation between President Alan and Larry S in the telecast minutes as he felt that they were not germane to the telecast agenda)

The following statement is a reference:e to that

2/5/2019 Larry S: It appears that you deleted my comments about the audit activities after the vote for the office. Please put them and Alans comments back into the minutes. If you need a copy of what I said, I will forward them to you.

And for the record, I vote NO until all of the discussion is included in the minutes.

2/6/2019 Larry S: Roberta and I sent out the letter again asking for some more quotes from four more accounting firms. I randomly picked the firms from a list of the top 25 accounting firms in the Great Lakes & Midwest areas. I also resent the letter to the two earlier bidders to see if they wanted to amend their quotes.

In the second letter we deleted the word forensic from all documents. We only received a couple of quotes back and all of them were for the more detailed audit probably because of the possible IRS involvement. Remember, the best defense is a good

offense and a thorough review is our best course of action. We also received some declines and some nothing back.

I have attached all of the documents that we have received from them. Below is the letter that Roberta and I sent out.

Any questions, please let me know.

2/6/2019 Larry S: Jack, It is the job of the secretary to record the discussion of the meeting not to edit the discussion even if you do not like it.

If it is OK for Alan to report who voted for the office selection to the membership, then it is correct to report who voted for the and against the audit. You can not have it both ways. The members have the right to the facts of who is voting for what on all issues.

Again, please put the whole discussion back into the minutes.

2/6/2019 John Steed: Larry,

I do not think you understand Robert's rules on minutes. I have a copy of The Complete Idiots's Guide to Roberts's Rules in which it is stated: "Minutes are the written record of the proceedings of a deliberative assembly. They are a record of what was done at the meeting, not what was said at the meeting."

Jack is following Robert's rules. I know that people like to see their names in lights but that is not the purpose of our minutes.

I do think the Secretary has some discretion as to what he puts into the minutes but he is required to put motions and the votes on the motions. Recording discussion is not the purpose of minutes. This is not the congressional record.

2/7/2019 : The BCA Office provides a recap of the January financials

2/7/2019 Terry mentions the lack of information on the National Meet .

2/7/2019 Bill advises him how to locate it on the P && L.

2/7/2019 President Alan states that discussion on the minutes has stopped and calls for a vote.

2/7/2019 Jack asks Terry : For the record, why are you voting no on the minutes? Terry does not respond

2/7/2019 Jack : Once again : we seem to be stalled in getting minutes approved. It is not important for me for go into the overt politics in play here. Apparently some members have little or no knowledge of Roberts rules,, or just don't care. Approval of minutes can not be allowed to be a personal attack on the Secretary. So ::Please read the following from Roberts Rules: "It's never in order for a member to simply object to the approval of minutes. If a member has some objection to the content of the minutes, he must offer a correction."

Based on BOD members failure to comply with correct procedure. I am asking President Alan to rule the votes of Terry Wiegand, Larry DiBarry, Roberta Vasilow, and Larry Schramm out of order and approve the minutes.

2/7/2019 Roberta; The correction is to provide the paid for transcription of the call and there will be no rejection. Editorialized and shortened minutes are not going to be approved especially for publication to our members, who deserve to read the whole story.

2/7/2019 President Alan : So done.

Our secretary is following Robert's Rules of Order. The no votes from Larry S, Larry D, Roberta, and Terry are out of order because they did not offer a correction or reason for doing so.

Motion is approved, minutes are passed.

The floor is closed.

2/7/2019: Larry D: Thank you Jack for your usual steadfast notation to adherence to the Roberts Rules of order. So I will offer a correction.

My correction is that the transcribed minutes that we pay for be submitted.

I was a bit shocked to see the cost of the conference call service. To pay to have the audio and a transcription already done and then to spend all the time to edit them down is a waste of what the service offers.

And in the past the conference call transcription was sent to us in its entirety.

2/7/2019 Larry D: Roberta:

I believe you beat Alan by 4 minutes with your corrections. I think I sent mine in about the same time as his to us. So I think his declaring our votes out of order, is out of order. Also Larry S used the same correction during the discussion period.

2/7/2019 Larry S: Jack,

Your earlier comment about a bully on the board must not apply to me as I have offered a solution.

The reason that I voted no is because the minutes were editorialized and did not capture the views of all members.

Roberts rules of order does not require you to summarize to your perspective and according to Roberts rules of order that you sent to try to justify your position, here is what you sent:

"If a member has some objection to the content of the minutes, he must offer a correction."

The correction to get the minutes passes is to publish the transcript in it's entirety without changes. All of us that voted no has had this simple request. What is the problem with publishing the total transcript??

John, to say that no further business can be transacted is totally out of line and not true. We have been having conference calls and email communication since August

and we just had three months of minutes published with only three votes of the eight board members voting on the motion. Because the rest of us were waiting for a simple change, a decision was made to just call an end to voting and not make the requested change and then publish the minutes. A totally inappropriate action.

Cute move, but it has definitely changed the game. The five of us are definitely not the bully in this discussion. All we are asking for is a simple accurate minutes be presented for approval which is the total transcript of the conference call. Period.

2/14/2019 Bill provides update P & L

2/15/2019 President Alan: calls for decorum:

Good afternoon

Last year, at the beginning of our first conference call for this board, I said that one of my hopes for this board was that we would restore civility to our interactions after a year of suffering name calling and character assassination directed at several members of the board.

I promised then that if the name calling happened again, we would cease doing any board business via email, in an effort to cut down on the keyboard bullying and name calling. I also promised that if it continued after that, we would restrict business only to in-person board meetings.

So I was most distressed recently when in an email on January 23rd, our Vice President resorted to name calling. Here is an excerpt:

“I could call some of you dumb asses cause that’s what you are. I’m about done with all of this crap.”

That was unbecoming of a board member...but then this little gem came to my attention:

(context not provided as it is not in keeping with the spirit and purpose of minutes)

2/15/2019 Roberta: Let’s see the transcript from the January 2 Conference call

2/16/2019 Jack: I have never modify the intent of any BOD business. You or any other BCA member are welcome to request the full transcription of any BOD Teleconference.

2/16/2019 various members request a copy of the transcript.

2/20/2019 President Alan:

Here are two items to follow up our Monday call.

Attached is the Cornerstone contract. I asked Mark Wheeler to delineate the minor differences between our contract, and the sample he provided for everyone's review at the time of the RFQ. His response:

“Exhibit B” in the contract is slightly different than the document sent in my response to the Request for Quote. “Exhibit B” in the contract has two sections removed that originally appeared in the RFQ: “Membership Growth Activities”

and “Merchandise Sales”. The former was removed since it did not list specific, measurable duties. The items listed in that section are things Cornerstone does naturally in it’s day-to-day operations (save for “[Providing] for internship work with a local college...”, which my response indicated Cornerstone was not able to do. The latter section (Merchandise Sales) was removed since these duties are currently being performed by someone else. All other sections remained intact.

Also see the agreement with Dave Leash to manage ad sales for the Bugle. For what it's worth, Cindy Livingston is delighted to be working with Dave. He has a number of ideas for new advertisers, and in fact is currently working on a possible arrangement with a major car hobby insurance company.

2/26/2019 Larry S : receives a contract form Plante Moran and requests that President Alan sign it.

2/27/2019 President Alan: Given that I would be signing on behalf of the board, we should get the OK from each board member that they are comfortable with the commitment **we** are signing. I would ask each board member to review **asap**, and give the Board your approval or changes that are needed.

I have two questions. Who will be the BCA "key project personnel" outlined in the organizational chart? I think they should be you, me, and our treasurer Bob Safrit.

Second question: On our call Monday, one of the points we discussed regarding the Plante Moran proposal was the fact that we liked their approach that (and I am paraphrasing) if they looked back three years and didn't find any issues, they would not continue to go back for five years, and hence we would achieve some savings. I am not naive when it comes to consulting firms - I am certain they will find something worth digging into for five years so they can collect their full fee. Still, that "3 year and out" option should be explicit in the contract language.

I ask everyone to review this and get back with your comments as soon as you can, so we can move this forward.

2/27/2019 Terry : you said that all future business will be conducted via conference calls. When is this call going to take place?

2/27/2019 John : Alan, I agree that the point committee should be Bob Safrit, treasurer, Larry Schramm, and you.

I also believe that a "3 year and out" option makes sense unless some major problem is found.

Third I believe that we should make clear to Plante-Moran that we will not pay any more than \$25,000. If they are getting close to this maximum we should expect them to write a report on what they have found and keep their total cost within our budget.

2/27/2019 Ed: I agree with John Steed's comments.
I also do not think a Board vote is necessary.
The three of you should make the call and get it done.

2/28/2019 Larry D: I am also in agreement to the committee handling this.

2/28/2019 Larry S: The three of us should be able to handle this. Bob can act as the intermediary for documents & records that Bill Stoneberg might have. Sending it to you for your signature and copying everyone is to just be sure everything is in the open.

There is really no board action needed as we already agreed to the terms in the last meeting. The letter is just the formality of contract and we need to cut a check to Plante-Moran to get started.

Alan, if you can sign the contract, just send it to me as scanned PDF and I can send it to Michelle McHale. Bill, can you issue the retainer check to Plante-Moran so we can get this behind us.

We can then start working on what we need to do to stop the membership decline unless there is something more important we need to work on..

2/28/2019: President Alan: I wish to see if we can schedule a brief board call next week.
Three items to discuss:

-Proposals from Hudiburg Buick in Midwest City to sponsor a number of items at the upcoming national meet in return for an ad in the Bugle. Jack Welch can send us all some information ahead of our call

-Pete Phillips would like board approval to travel to the Mecum auction in Indianapolis in May to do a story on a rare collection of Buicks going through the auction.

-Latest minutes to approve.

BUICK CLUB OF AMERICA

MOTION RESULTS

Date Published : DRAFT		File #: 2018-2019-21	
Motion	Approve minutes of 1/2/2019 telecast		
By:	Jack		2nd: John Steed
Discussion notes: Jack asked minutes be approved as no reason were given for no votes per Roberts rules. Motion was approved			

VOTING	YES	NO	Abstain (ABS) / No Vote Cast (NVC)	Date Voting Opened 2/5/2019
Alan Oldfield Pres.				Date voting Closed 2/7/2019
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
