

Minutes of BCA Board of Directors Meeting, held on the 20th December 2022 via Teleconference.

- **In Attendance:**

Elected BCA Board members who were in attendance included;

Sid Meyer, Bob Starzyk, John McCarthy, Jerry Courson, Jack Welch, Melanie Mauser, Ricky Pirch, Bill Gorman and John Steed.

Other attendees whom were present included; Chief Judge, Alan Oldfield, Cornerstone Registration Manager, Mark Wheeler. Absent from this meeting included; Chapter Co-Ordinator, Roberta Vasilow, National Meet Committee Chairman, Marc Barker and Bugle Editor, Pete Phillips.

- **Secretary Report presented by John McCarthy.**

Minutes from the 15th November 2022 meeting had been circulated to all BCA Board Members and other attendees. It was moved by Jerry Courson that these minutes be accepted and they were seconded by Sid Meyer. The meeting approved them 8-0.

- **Treasurer Report presented by Jerry Courson.**

Jerry indicated that the Treasurer's report was not ready for presentation and that it would be tabled at the next meeting. He also mentioned that the November membership numbers decreased by 1% for the year to date.

- **Committee Reports.**

1. **Personnel Committee:**

No report submitted for this meeting.

2. **Finance Committee:**

Jerry Courson commented that the BCA Charter is in the process of being moved from California to Minnesota. An Attorney had been hired earlier this year. He went on to say; "I recommended and received Board guidance and approval to dissolve the BCA's California corporation and form a new corporation in Minnesota. The goal was to complete this project by December 31st 2022. After some on-line research, I determined this work should be completed by an Attorney. With assistance of Rob Mauser, H. Randolph Williams was selected to work on the Museum Project and it was determined Mr Williams could also assist with the corporate change. Mr. Williams advises that the Minnesota corporation could be formed before year end. The California corporation cannot be dissolved until the Attorney General signs off. Mr. Williams has tried to determine if a new

employer identification number and tax exemption application would be needed by the new corporation. A determination on this has not been made.

Mr. Williams has advised that the following resolutions be adopted by the Board:

- a. Be resolved that the Buick Club of America, a California Corporation, shall change its State of Incorporation from California to the State of Minnesota effective December 31, 2022, or as soon as possible thereafter.
- b. Be it further resolved that the officers of the Buick Club of America shall take any and all actions consistent with the change, including the preservation of the Corporation's tax status.
- c. H. Randolph Williams of Williams & Baerson, LLC will be engaged to pursue a change of incorporation for the BCA from California to Minnesota. Mr. Williams's fees for this service will be \$525.00 per hour not to exceed \$5,000.00 plus actual costs incurred with the Secretaries of State.

Therefore; Jerry moved the above motions be accepted and all of these motions were seconded by John Steed. The meeting approved all of the above motions, 8-0.

3. Insurance, BCA, D&O, Regions, Chapters and Divisions Committee.

Jack Welch commented that the National Meet Committee, (NMC), was concerned about the Tour Organizer's liability clauses at the 2023 meeting were an issue and needed to be investigated, discussed and improved to provide better coverage for BCA members who will use their local touring services. Sid Meyer and Alan Oldfield commented that in the future Hagerty and State Farm will possibly merge. Presently it appears to be a joint venture merger.

- 4. SOP Committee:** John Steed commented on the need to develop an SOP for mailing out trophies. He said that it would become the NMC's responsibility for mailing out these trophies and that the trophy winner will pay for the costs for undertaking this task. This will be further discussed by the NMC to implement the SOP. Sid Meyer asked how the BCA Board was going to distribute the profit from a National Meeting? Jerry Courson said that it should be split 50/50 with the Chapter and the NMC. He further said that the Chapter will decide how to best use their profit share. Sid Meyer further commented that this must be documented and put into the NMC operating manual and also into the SOPs.

5. National Chief Judge Report:

Alan Oldfield commented that he had nothing to report.

6. Chapter Co-Ordinator's Report:

No report was submitted for this meeting.

- The Board moved into executive session.
- The Board moved out of executive session.

7. National Meet Committee:

No report was submitted for this meeting.

8. Bugle Advisory Committee:

No report was submitted for this meeting.

9. Strategic Planning Committee:

Jerry Courson commented that reporting for this committee has been put on hold until next year.

10. Membership Growth Committee:

Jerry Courson and Mark Wheeler reported that at the time of the last meeting we had 6099 members. Nine new members were recruited at the Mcacn car show and one renewal. Mark said that there has been 48 new members from the last week of November until the time of this meeting, and this has further boosted the membership total to 6157.

11. Buick Museum Committee:

Rob Mauser, (who was present for this section of the meeting), stated that the 501C3 status needs to wait until the BCA is ready to accept donations. Sid Meyer commented that decisions still need to be made before we can move forward. Jack Welch commented that the BHA is interested in the Museum project. Rob will wait to hear from Sid before progressing with the 501C3 application.

12. Old Business:

There was no old business.

13. New Business:

There was no old business.

14. The Last But Not Least Committee:

There was nothing to report from this committee, other wishing the BCA Board and the "BCA Family" a Merry Festive Season and a Happy New Year.

Next Meeting: Tuesday 17th January 2023. 7:10pm ET and 6:10pm CT.

