

**2013 General Membership Annual Meeting
Oldsmobile Club of America
Springfield, Illinois
July 27, 2013**

The record notes that the meeting is being audio recorded.

President Jerry Wilson called the meeting to order at 9:01 am. In his opening remarks, he thanked all the people attending for being members of OCA and for attending this year's Nationals. The audience recognized the Archway Olds Club and Illinois Valley Oldsmobile Club members for their work with applause.

He thanked the Board members for their contributions and introduced the members of the Board who were in attendance, including the newly appointed members. (Mr. McCallister, Mrs. DeLong, Mr. Higgins, Mr. Manji, Mr. Horton, Mr. Nicholas, Mr. Siedlik, Mr. Konsmo, Mr. Crowdis, Mr. Sup, and Mr. Martinson) Mr. Wilson stated that these are volunteers who want to make the club better.

Mr. Wilson also recognized Steve Mestad, former vice president who was in attendance. Mr. Wilson introduced board members who have filled vacancies: Karl Sup filling the position of vice president, Everett Horton and Al Bouney (Mr. Bouney was unable to attend the meeting) filling the position of Northeast Atlantic Zone Directors, Mike Siedlik filling the position of Western Great Lakes Zone Director, and Jon Manji filling the position of Pacific Southwest Zone Director. These people stepped up and volunteered to help take the club in the direction in which it needs to go.

Upcoming National Meets:

National Meet 2014

Mr. Wilson introduced the Cincinnati Chapter who will be hosting the 2014 Nationals in Cincinnati, Ohio. Greg Minges gave the members information. The National Meet will be July 30 – August 3, 2014. They spoke about the location which is Holiday Inn-Eastgate. They mentioned that there is a difference from previous years: at the time a reservation is made, the first night will be charged to the credit card. It will be refunded if cancelled thirty days before the Meet. This is being done because if the rooms are not filled, the show loses spaces in the parking lot. There will be tours including Patterson Air Force base, as well as a ladies luncheon. There will be a separate email address for the National meet.

National Meet 2015

Mr. Wilson reviewed the process the National Meet committee had done in preparation for the Nationals in 2015. The Board found a company, Helms-Briscoe, to help. About eight Board members and chairpersons were on a committee evaluated 17 locations submitted by Helms-Briscoe and narrowed it down to eight locations. Using a list of criteria, the committee selected Brookfield, Wisconsin which is close to Milwaukee as the location for the 2015 National Meet. Mr. Wilson asked people to have patience as this new approach was tried. Mr. Wilson also extended an invitation to anyone who wants to help, or if a chapter has a specialty and wants to help to contact Mr. Wilson. The Chief Judge and Swap Meet Chair, along with Mr. Wilson, will be looking at the site in August.

Review of OCA business

Financial update:

Mr. Wilson introduced Mr. Crowdis, the Treasurer, who gave an update on the financial standing of the OCA. Mr. Crowdis explained that every year a CPA reviews the QuickBook accounts of \$305,276. Mr. Dearing does non-profit organizations and so is well qualified. Mr. Crowdis stated that non-profit organizations are different from business.

Mr. Crowdis explained the current process of handling money. The money received for memberships is sent to the Communication Coordinator who sends it to the Membership Manager. The Membership Manager emails both Mr. Wilson and Mr. Crowdis when money is being sent to the Treasurer. Mr. Wilson also has access to view money in the bank. Mr. Crowdis keeps a spreadsheet of money received and spent with the person's name, amount, and reason. Since Mr. Crowdis took over in 2006, there have been 60,000 entries. When Mr. Crowdis writes checks along with copy of documentation are sent to Mr. Wilson for his signature. Items are paid according to the amounts approved by the Board.

Mr. Crowdis stated the OCA has a deficit budget because we have more money allocated than income. More money is allocated so that if something Income for 2011-2012 is down \$9000, and the major expenses for the past year were \$8000 for the new website and the contractors receiving well-deserved raises.

Questions from the members:

- Has the CPA made an opinion determination of the life span of this organization?

Mr. Crowdis replied that the CPA has not done that. The end of year balance when he was elected was \$290,000. It is now \$305,000, so the OCA will probably last for a long time. Member's concern was that the members of the club are maturing and the club will be losing members in the future. Mr. Crowdis stated that the club seems to be fairly stable over the last nine years. The CPA has not been asked to do a determination of the life span of OCA.

- Why the Board did not want to do an audit?

Mr. Crowdis explained that a motion for a financial audit of one year had been made and then amended to be a forensic audit going back to 2003. Mr. Crowdis explained that an audit just takes a picture. Mr. Dearing has stated that he would welcome an audit to verify his work.

Mr. Wilson explained that an audit of OCA had never been done. An audit was to provide members with the assurance that the money is there, and that there are internal controls and procedures. He stated that while most of the Board members thought an audit was a good idea, there was a difference in opinion of the scope of the audit. A financial audit would cost about \$10,000 and a forensic audit would cost \$60,000 or more. At some time, there would be a change in treasurers and at that time, it would be appropriate to have an audit.

At the time when Mr. Crowdis took over as treasurer, checks were being written by a non-OCA person, and there was not a software program being used. Mr. Crowdis explained that checks are written twice a month and signed by two people.

Mr. Crowdis stated that he will not run for any OCA office in 2014.

New By-laws:

Mr. Wilson explained that the process OCA uses for amending the By-laws is designed to make sure members have control of the organization. By-laws must be approved by two-thirds of the Board. By-laws passed by the Board must be approved by the membership. The By-law amendments under consideration had been provided to the membership as they entered the meeting. Mr. Wilson also read the By-law amendments.

Bylaw IV (revision)

- 1) **Delete from Bylaw 4.10**, the words, “Legal Advisor”.
Currently reads: The BOD consists of the EC, two elected Zone Directors from each Zone, Chief Judge, Swap Meet Chairman, Legal Advisor and Immediate Past President of OCA.
- 2) **Delete from Bylaw 4.11** the words, “Legal Advisor”.
Currently reads: The BOD, exclusive of the Chief Judge, Swap Meet Chairman, and Legal Advisor shall be elected by mail ballot every four (4) years by a majority of the membership voting.
- 3) **Delete from Bylaw 4.12** the words, “and Legal Advisor” in the second sentence.
Currently reads: Of the appointees, only the Chief Judge, Swap Meet Chairman, and Legal Advisor are voting members on the BOD.

Mr. Wilson stated that by doing this revision. The Legal Advisor would be able to have a more objective view and this would be beneficial to OCA. He restated that this would not affect the Swap Meet Chair or the Chief Judge.

Questions from the membership:

- Why are there members of the Board who are not elected? Mr. Wilson explained that had been considered at the Board Meeting, but 2/3 of the Board members did not approve it.
- Bob Thompson asked if the membership can change what the Board had done. Mr. Wilson stated that because the membership are the bosses of the Board, if the membership wanted to make a motion and vote on it, the membership can override the Board decision. Mr. Thompson moved that the Chief Judge and Swap Meet Chair position be included in the same motion. It was seconded by Sue Wenzel. Mr. Wilson stated that it seemed that the membership was desiring that the only members of the Board would be elected and there would be no appointed Board members.

During discussion, a member from Texas stated that it is not illegal to have ex-official members on a Board, but just eliminate their voting privileges. He stated that those people’s input can be important to decision-making.

- Question from Motor City Rockets: Is the legal advisor going to be independent of OCA or an OCA member who giving legal advice.

Mr. McCallister explained the reason he made the motion was to eliminate the conflict of interest which happens when the Legal Advisor offers legal advice on items on which he votes. Another option would be to have a legal advisor who is not an OCA member, but that would involve an expense. Mr. McCallister does not keep track of the time spent on OCA matters.

Mr. Martinson asked Mr. Wilson to explain why those positions were not included by the Board. Mr. Wilson stated that some Board members thought it was important to have the

opinions of the chief judge and swap meet chair for all activities to make sure those actions concur with activities for National Meets which is a main focus for most members of OCA. The voting was not unanimous on the Board.

- Point of order by Mr. Konsmo: In the Bylaws, the procedure is for the membership to vote on By-laws passed by the Board. Mr. Konsmo stated that he could not find in the Bylaws that an amendment to the By-laws could be made and voted on during the membership meeting without going to the Board first. Mr. Crowdis read Bylaw 14.10 which relates to amendments.

Mr. Sup demonstrated the new OCA website by projecting the By-laws section found on the Oldsmobile club website.

Mr. McCallister reviewed By-law 14.10 and advised the President and the membership that according to the OCA By-laws, amendments can be made by a Board member or five members and be considered by the Board. Then the membership approves or disapproves the amendments passed by the Board. So an amendment must be considered by the Board before being considered by the membership. Mr. McCallister stated that the membership always retains the right to amend the Bylaws and in fact, the membership is encouraged to participate.

Mr. Wilson restated the process: members submit a Bylaw amendment to the Board, two-thirds of the Board must approve, and then the amendment is presented to the membership to be voted on by voice vote or mail vote. Mr. Wilson encouraged members to contact their Zone Directors about changes the members want.

So the amendment proposed by the membership to consider the positions of the Chief Judge and Swap Meet Chair in the same amendment as the Legal Advisor was struck.

- Vicki May stated that in some clubs people are appointed to the Board, and that it may be good to have as many people working on our behalf as possible.
- A member asked Mr. Wilson to state the rationale for the other side. Mr. Wilson stated that some Board members thought that any Board member who is voting should be responsible to the membership. If a person is appointed by the president, there can be the perception that the person would be an extra vote for the person who appointed them. In the OCA, the chair does not vote unless there is a tie. In summary, one viewpoint is that these positions have critical input and should be involved in decisions. The other viewpoint is that Board members need to be directly responsible to the membership. These positions have important advice for the Board, but should be only in an advisory capacity.
- A member stated that even though all the positions are volunteer, by having these two positions on the Board is stating that they are more important than other chairpersons. That does not seem fair because there are a lot more chairpersons. In the OCA, a person

in one of these positions can carry a proxy, and therefore is having two or three votes that are not responsible to the membership. This member would rather see all the chairs treated as respected positions

- A member asked about the proxies held by Board members during the meetings. The secretary read the proxies and who held them for the 2013 and 2012 meetings.
- The membership requested that attendance records for Board meetings be posted on the website.

There was a call for the vote on the By-law IV revision. The membership approved the revision of Bylaw IV.

Bylaw 4.15 (revision) (revision underlined and italicized)

4.15 The Publication Manager, Membership Manager, Communications Coordinator, and all other contractors shall be paid by contract such compensation as the Executive Committee determines subject to ratification by the BOD of a contract of not more than two years in length. AEPM.

Mr. Wilson explained that under current By-laws, all contract must be 24 months in length.

The revision of By-law 4.15 was approved by the membership.

Bylaw 9.71 (addition)

Monies invested in a certificate of deposit or other financial tool or contract will have the following.

- 1) The monies will be in the name of “Oldsmobile Club of America”.
- 2) The signatories will be the current treasurer, current president, and one other member of the Executive Council.
- 3) Any transactions with the monies will require two signatures of the three people.
- 4) The monies will be with a banking institution that recognizes the OCA’s By-Laws and Policy Manual.

During the discussion, Mr. Wilson explained the history of the CD; that signatures of former Board members continued on the CD after renewal. That action resulted in bad publicity for the OCA. Also in the event of incapacity of the one Board member, the only people who could access the funds would be non-Board members. The Board wanted to make sure that situation was corrected. Mr. Wilson stated that the money is currently in a savings account at Viewpoint Bank.

The addition of By-law 9.71 was approved by the membership.

Bylaw 14.50 (addition)

No By-law and/or Policy Manual amendments can be made through email business.

Mr. Wilson explained that when the Board has a face-to-face discussions, there is a better chance of being understood and lessen misunderstandings.

Mr. Crowdis stated that the Board will still be doing business through email. He cited the example that changes to the budget may need to be made during the year. Mr. Wilson agreed and cited that an example is the budget amounts for the proposed changes to the Website

The membership approved the addition to By-law 14.50.

Impact of Swap Meet Chair and Chief Judge:

Mr. Konsmo asked to speak to the membership. He talked about the background of the importance of having the Swap Meet Chair and Chief Judge having a vote on the Board. He said that the main reason to have a National Meet was the car show. He told about past experiences as Vice President with former National Meets. He said that he has learned from Bob Casey and gained experience to help the Meet Head Judge. He stated that the Swap Meet Chair and Chief Judge are going to be very important in the 2015 National Meet.

Update of Website:

Mr. Sup, chair of Website Committee, talked about the new website having more access for members. He stated that in the new phase, the “members only” section would be implemented. The testing for that section has been done. Members would be able to change their own information, so the JWO could follow them when they changed locations. There would be ability to have a technical data base for members to access technical information. There would be a secure data base for membership information. This would be only version of the membership list. This list would be used for mailing labels. The Oldsifieds will be updated. The new phase would also revise the payment method by integrating PayPal into the website, because there have been some issues with the current method.

There was a question from the membership about the security of the data base. Mr. Sup stated that member information would be protected behind a firewall and inside an encrypted vault that is more secure than many banks. There will be parts of the website that will be available to members only. Someone has to be an OCA member to access parts of the website.

Update about OCA chapters:

Mr. Wilson stated that during this last year three chapters dissolved, but there are people in Nevada who are wanting to put together chapters. There is even a new chapter in Canada.

For chapter compliance, chapters only have to send in a list of members. OCA is working with the Merchandise Manager to have “value of membership” which might be discounts because you are an OCA member like is done with other organizations.

Update about car shows:

Mr. Wilson stated that he would like to see more people drive their Oldsmobiles to shows, but he also knows that some cars need to be trailered. He suggests to consider a “driven” class in judging.

He stated that we should encourage younger people to join OCA, even if they don’t have the money to restore a car to show-room quality. He also suggested opening up more classes for unrestored which would recognize those who preserve parts of cars. He suggested that members make only favorable comments to people who bring cars to the Oldsmobile National Meets.

Tim Allen of Mondello spoke about holding events at a race track venue which would encourage different groups of people to come, such as people who have built competitive Oldsmobile. This might bring in more members. He stated that race tracks are usually surrounded by quality hotels and race tracks have lots of parking. There might be different vendors and even television coverage. If people want to race their cars, that might be a possibility. He said that UPS delivered parts to tracks on weekends.

Update on R.E.O. Museum:

Mr. Wilson reported that the OCA is doubling their contribution to the R.E. O. Museum. There was applause.

Comments and questions from membership:

- Can OCA have Nationals other places than the Midwest?
Mr. Wilson: Other places such as Salt Lake City and North Carolina were considered when discussing the 2015 Nationals. Also got calls from Tennessee and Denver. There have been discussions with Buick and Pontiac clubs about doing regional events.
- Board members should be required to write articles for JWO on annual basis.
- Are the Board of Directors meetings open to members?
Mr. Wilson: Yes.
- Proposed By-laws should be submitted early enough that they can be posted on the website, so members have an opportunity to make comments to their Zone Directors.
Mr. Wilson reviewed the different parts of the current website: past Board meeting minutes, Bylaws, Policy Manual, and Judging
- “Joy Across America”, a lady from England drove her 1904 Oldsmobile across America. Members of the Florida Club were the first members of OCA to meet her. She is an honorary member of the Florida club.

The meeting was adjourned at 11:22 am.

Respectfully submitted,
Dalene DeLong
OCA Secretary