

Quarterly Board Meeting Minutes

of The Studebaker Drivers Club

January 15, 2017

- I. Meeting was called to order by President, Tom Curtis, at 4:05 PM Eastern time.
- II. Roll Call was taken by Secretary, Cindy Foust. Present were: Tom Curtis, President; Don Cox, Vice President; Jane Stinson, Treasurer; Cindy Foust, Secretary; Carl Thomason, Past President. Directors present were: Bob Henning, Crossroads Zone; Frank van Doorn, North Central Zone; Malcolm Stinson, Pacific Southwest Zone; Duane Miller, Upper Mississippi Valley Zone; Peter Bishop, Northeast Zone; Paul Dammes, International Zone; Bob Canada, South Central Zone; Don Jones, Atlantic Zone; James Bell, Pacific Can-Am Zone; and Lanny McNabb, Southeast Zone.
- III. Carl Thomason:

Spoke regarding Proposed Amendments to SDC Bylaws and Policy and Procedures Manual, which was reported by Mimi Halgren in her consultation with NY Attorney, Mike Malumutt.

Mimi's recommendations, *listed below (in red), are as follows:*

Proposed Bylaws amendments

ARTICLE III. MEMBERSHIP

A Qualifications

1. *Membership in SDC is open to any person who supports the purposes of the Club and who so signifies by submitting an application and paying the current dues. A member remains in good standing so long as his/her dues are not in arrears and he or she is not subject to a current disciplinary penalty. Every member in good standing is entitled to all rights and privileges of membership.*
2. *Junior memberships are available at a reduced rate to members under twenty-two (22) years of age. Honorary Memberships may be created by the Board recognizing those individuals who have made significant and enduring contributions to Studebaker and its related marques or to SDC.*
3. *Dues shall be set by the Board of Directors and may include special dues rates, and commensurate privileges, for more than one member residing in the same household.*

4. *New York Not-for-Profit Law requires SDC to keep current records of the names and addresses of its members. (NY Not-for-Profit Corporation Law, section 621 (a)) Since Lifetime memberships do not pay an annual dues the club needs some other way to verify these members addresses. Accordingly, Lifetime members will required to respond to the Lifetime Membership Data Sheet which will be sent out annually.*

B. Suspension, Termination, and Reinstatement of Membership

1. *A member may resign at any time by notifying the Secretary in writing. A member who resigns is not entitled to a refund of dues.*
2. *Any person whose dues are more than three months past due automatically ceases to be a member. Any Lifetime Member who fails to respond to the Lifetime Member Data Sheet or to contact SDC with their current information when requested to do so may face suspension of their membership. Should a Lifetime Member be suspended and still refuse to respond to the Data Sheet their Lifetime Membership, within 60 days, their Lifetime Membership cancelled and will become an annual member requiring annual renewal to stay in force.*
3. *The Board of Directors may discipline any member whose conduct is, in its judgment, in conflict with the purposes of the Club or is injurious to the Club or its reputation. Such action shall be taken only after the member has been informed of the charges, and has had an opportunity to be heard. At the discretion of the Board of Directors, such hearing may be a personal hearing or a hearing solely on paper. A suspension may include partial suspension of the rights and privileges of membership commensurate with the actions of the member. Expulsion shall require a two-thirds (2/3) vote of the Board. Anyone whose membership is under suspension or who has been expelled from the Club may not renew his/her membership or rejoin the Club without the permission of the Board of Directors.*
4. *The Board may reinstate to membership any former member who has been previously expelled from the Club upon petition.*

After discussion from the members, regarding their suggestions for revisions/corrections, Carl Thomason suggested we postpone voting on the changes until the April 2017 SDC Board Meeting, in order for the revisions/corrections to be completed.

IV. Carl Thomason:

Discussed the procedure for starting a new chapter. Leigh Morris is responsible for insuring that the proposed (new) chapter has completed all requirements prior to issuing a charter, and the board voting on accepting the new chapter. Tom Curtis suggested we have another SDC member added to Leigh's committee, and that we review this at the April board meeting. Duane Miller also suggested we invite Leigh to our board meeting in South Bend in order to get an idea what all is involved in chartering a new chapter. Duane also gave us a background on the new chapter.

V. Don Jones:

Reported that the search for an assistant for Ann Turner has been narrowed to 3 candidates. He is awaiting Ann's recommendation. He will then set up a conference call with the candidate, Ann, and himself. Don will then present the recommended candidate to the board for the offer of employment. Don suggested the first 6 months be a trial period, at which time their performance will be reviewed; also the duties/responsibilities of this position may be expanded.

VI. Tom Curtis:

Reported on marketing:

Jan Young has been working on indexing each issue of TW; he is willing to hand us his work on that index; in order to facilitate our in use of the digital archives of every TW issue.

Studebaker Nation Foundation:

The Dec. 31, 2016 deadline regarding an audit on the SNF has passed. Tom's latest correspondence from Chris Collins was that Chester Bradford is having his person work on it; she anticipated a report by May 2017. After further discussion it was decided that a letter be sent by President Tom Curtis expressing SDC's concerns for prudent management of the funds being held by SNF. It was motioned by Bob Henning, seconded by Peter Bishop that all SDC affiliation/services (including ads in TW and funding) be suspended effective with the March issue of TW, until SNF complies with our request, for an audit to be completed by a CPA. Upon receipt of a Certified Financial Statement, the suspension will be lifted. Voting as follows: Yes: Tom Curtis, Don Cox, Jane Stinson, Cindy Foust, Carl Thomason, Don Jones, Bob Henning, Paul Dammes, Frank van Doorn, Peter Bishop, James Bell, Bob

Canada, Lanny McNabb, and Duane Miller. Malcom Stinson was unavailable for this vote, due to problems connecting to the meeting.

VII. Frank van Doorn:

The SDC Kansas Midway Chapter wants to absorb the local Packard Club Chapter and was asking for guidance. It was suggested they consult their by-laws.

VIII. Carl Thomason:

Asked about the procedure for International Studebaker Clubs to complete registration via our website, as problems have been reported. Denny Foust had spoken with Mark Wheeler of Cornerstone regarding the problem. Mark is assigning a specific # for all foreign registrations. Denny will consult with George Hamlin.

IX. Tom Curtis:

Next SDC Board will be April 9, 2017.

Meeting Adjourned 5:41 PM Eastern time

Respectfully submitted,

Cindy Foust, SDC Secretary