

**Quarterly Board Meeting Minutes  
of The Studebaker Drivers Club**

**April 15, 2018**

- I. Meeting was called to order by President, Tom Curtis, at 4:00 PM Eastern Time.
- II. Roll Call was taken by Secretary, Cindy Foust. Present were: Tom Curtis, President; Don Jones, Vice President; Jane Stinson, Treasurer; Cindy Foust, Secretary; Carl Thomason, Past President. Directors present were: Will Sander, North Central Zone; Malcolm Stinson, Pacific Southwest Zone; Duane Miller, Upper Mississippi Valley Zone; Peter Bishop, Northeast Zone; James Bell, Pacific Can-Am Zone; and Bob Canada, South Central Zone. Bob Henning, Crossroads Zone, joined the meeting at approximately 4:05 PM. Bob was unavailable for the roll call and the approval of the minutes from the January 14, 2018 SDC BOD meeting; Bob did participate in the remainder of the meeting, voting of all other items.

Outgoing Board members Frank Van Doorn and Paul Johnson also were in attendance, but unable to vote as their terms had ended.

Absent were Frank Philippi, Atlantic Zone; Lanny McNabb, Southeast Zone, and Warren Thompson , International Zone

- III. Don Jones made the motion to approve the minutes from the Board of Directors Meeting of Jan. 14, 2018. The motion was seconded by, Carl Thomason, and passed by all board members present.
- IV. Don Jones reported on the status of the relationship with the Studebaker National Foundation. Per Chris Collins, President of the SNF, the SNF understands restricted assets, and the SNF has corrected their financial reports to reflect the changes. Don sent Chris a copy of the proposed contract between SDC and SNF for their review at their upcoming board meeting on April 22, 2018. Once the SNF signs the contract, our relationship with the SNF can resume. The SNM is also prepared to sign a contract with SDC.

Tom Curtis complimented Don Jones on all his work with the SNF.

- V. Don Jones reported on the progress made to date on contacting Life Members who did not respond to our letter of December 18, 2017. There had been 43 life members who had not responded; Bob Canada contacted those in his zone. This list is now down to 29 who have still not responded to our requests to acknowledge their existence. We have given them every opportunity to respond; if there is still no response, we will need to drop them from the life membership list. Going forward,

we will communicate that we will not offer a grace period, and will not make exceptions. Board members will contact the life members in their zones who failed to respond to the letter. Directors are to report back to the board at our meeting July 8, 2018 as to your results.

Due to circumstances, Don suggested we reinstate 3 members who did have valid reasons for their non-response. Carl made the motion, seconded by Peter Bishop, and all board members present voted to reinstate those 3 life members, with the exception they would not be receiving back issues of Turning Wheels.

Don did mention that several life members did make donations to SDC, as a result of our letter.

Tom made mention that Mimi Halgren had made a suggestion as how to proceed with Life Members several years ago.

- VI. Carl Thomason reported on recommended changes to the judging policies and procedures. Drive through judging will be the primary process at SDC International Meets; stand by judging will be offered at Zone Meets. Electronic judging will be primary at International Meets; with paper judging sheets being used at Zone Meets. Other items are still being discussed.

Carl Thoms will be serving as Chief Judge at Tacoma; and will offer a class on judging.

Denny Foust reported that E-Judging is now available on both iPads and android devices. Denny will offer a training session on the use of the software at Tacoma.

Peter Bishop will distribute his contact list of potential judges.

- VII. Jane Stinson presented the following Bylaws policy and procedure changes for the following sections (changes are highlighted in yellow):

**ARTICLE III. MEMBERSHIP (SPIFICIALLY LIFE TIME MEMBERS)**

**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. 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. 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 annual dues the club needs some other way to verify these members' addresses. Accordingly, Lifetime members will be 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 fails to contact SDC with their current information when they have been 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, within 60 days, their Lifetime Membership, will be cancelled and they would be eligible to become an annual member requiring annual renewal.**

Bob Canada made the motion, seconded by Carl to apply Jane Stinson's recommended changes regarding Life Members. Motion passed by all board members present.

Page 8:

#### **C. Other Board Standing Committees**

1. In addition, the Board of Directors may appoint Board members to chair the following Board Standing Committees. Each Board Standing Committee must have no less than three (3) members who shall be appointed by the Committee Chair and approved by the Board of Directors.

a. **Audit Committee**

1. The Audit Committee is responsible for implementing and monitoring an internal control structure and takes all necessary action to minimize the possible risks of fraud and embezzlement.

2. The Audit Committee will be charged with investigating any indication of fraud and or embezzlement.

3. It shall not include as members the Treasurer or any other member of the Board of Directors responsible for dispensing funds, or who regularly receives funds from the Club. No members shall have a financial interest in SDC.

Don Jones made the motion, seconded by Will Sander to apply Jane's recommended changes to the audit section of the bylaws. Motion passed by all board members present.

Page 10

**ARTICLE VII. ELECTION OF OFFICERS, TERM LIMITS, COMPENSATION**

**A Election Committee and Voting**

1. The President will appoint at least two members who are not on the Board of Directors or seeking National office to serve as an Election Committee to conduct the election of the National Officers (e.g., Club President, Vice President, Secretary and Treasurer). Appointment of the committee will take place at least ninety (90) days prior to the Annual Board Meeting, and notification will be printed in Turning Wheels. Nominations for National Officers may be submitted to the Election Committee by any member, but a written statement of willingness to serve by the nominee must accompany all nominations. All nominees for National Office must be members in good standing of SDC. Floor nominations will be permitted provided the nominee is present for the election to confirm willingness to serve.

Carl made the motion to strike nominations from the floor during the annual board meeting; Cindy Foust seconded the motion; motion passed by all board members present.

**VIII. After a short discussion regarding the posting of minutes to the website, it was decided that the minutes will not be posted until approved at the next board meeting.**

**IX. Denny Foust reported on the upcoming International Meet in Tacoma:**

**Expressed concerns over lack of vendors. Denny will contact vendors at South Bend to get interest in vending at Tacoma.**

**92 registrations to date; 173 attendees; 85 ladies have reserved for the ladies high tea; and 108 have reserved for the members night buffet. 12 vehicles are registered to be judged; 29 vehicles to be displayed.**

**Early registration ends April 30<sup>th</sup>. Denny will post on the forum the urgency to register before the registration fee goes up.**

**James Bell, Denny Foust and Tom Curtis will hold a conference call to discuss other concerns regarding the International Meet in Tacoma.**

**X. Tom Curtis thanked Frank Van Doorn and Paul Johnson for their service to SDC. Both said they appreciated the opportunity to serve.**

**XI. Peter Bishop made the motion to adjourn, seconded by Jane Stinson. Motion passed by all board members present.**

**The meeting was adjourned at 5:20 PM Eastern Time**

**Respectfully submitted,**

**Cindy Foust, SDC Secretary**