

# SDC Quarterly Board Meeting

October 9, 2022

SDC President, Denny Foust called the meeting to order at 4 PM Eastern time.

Attendees: Roll Call was taken by Secretary, Cindy Foust. Officers present were: Denny Foust, President; Don Jones, Vice President; Jane Stinson, Treasurer; Cindy Foust, Secretary; Tom Curtis, Past President. Directors present were: Frank Philippi, Atlantic Zone; Harvey Snitzer; Crossroads Zone; Don Cox, South Central Zone, Ed Smith, Pacific Southwest Zone; Mark Carson, Pacific Can Zone; Warren Thompson, International Zone; Steve Grant, Northeast Zone; Tom Sexton Upper Mississippi Valley Zone; Chuck Donkle, North Central Zone; and Allan Dias, Southeast Zone. Carl Thomason, Parliamentarian was present.

- I. Minutes of the Special Board Meeting of August 28, 2022 Board meeting were approved on a motion by Frank Philippi, seconded by Harvey Snitzer, and passed by all Board members present.

- II. Executive Session

At 4:05 PM Eastern time, Mark Carson made the motion to recess into an executive session, the motion was seconded by Allan Dias; all Board members present were in agreement.

At 4:25 Eastern time, on a motion by Tom Sexton, seconded by Warren Thompson, and passed by all Board members present, we reconvened into regular session.

Action taken during the executive session dealt with the reinstatement of forum privileges, after a one-year suspension, of an SDC member. All but two Board members were in favor of the reinstatement.

- III. SDC Representative to SNF Board

Every year SDC appoints a representative to the Studebaker National Foundation Board. Cindy Foust made the motion to appoint Carl Thomason to this position; motion was seconded by Don Jones; motion passed by all Board members present. The appointment will be for 2023.

- IV. Code of Conduct

The Executive Committee, at the Oct. 2, 2023 meeting tabled discussion until January 2023.

- V. SDC Bylaws and Policy and Procedure Manual updates

In an effort to maximize the effectiveness and efficiency of the Board and Executive Committee, Carl Thomason of the Bylaws Committee presented updates for discussion. Per the Bylaws, Article I-B-2, page 4: changes to these documents must be presented no less than 30 days prior to a Board meeting

for consideration. The following change to the Policy and Procedure Manual is recommended: Article IX-7-A, page 19: change the current wording “at the International Meet Board Meeting” to present at the next Board Meeting. Carl explained why this change is necessary. The change was discussed, voting to implement this change will be at the Special Board Meeting scheduled for October 23, 2022.

Additional changes were also presented. Discussion on these changes will be at the Special Board Meeting on the 23<sup>rd</sup>, with voting to implement those changes to occur at another Special Board Meeting scheduled for December 4<sup>th</sup>.

#### **IV. For the Good of the Order:**

We have been presented with the contract from Cornerstone. After discussion at the net Executive Committee, it will be presented to the Board. Jane will do an analysis of the changes stated in the new contract.

Don Jones asked the directors if they will reach out to their Zone Directors and Regional Managers and encourage them to stand for re-election. Also, Zone Directors who are up for re-election, please let Don know if you will run again.

Allan Dias asked the status of vendor Rene Harger. There are still issues with unfilled product orders of SDC members. Rene Harger needs to communicate with us as to the status of outstanding orders.

Carl Thomason wanted to thank the Board for their patience regarding the changes to the Bylaws. There have been many requests for changes recently; edits were in process and then needed adjusted once clarification was received. He also thanked Cindy Foust for her diligence.

#### **Adjournment:**

The meeting adjourned at 4:45 PM Eastern Time.

Respectfully submitted,

Cindy Foust

SDC Secretary

#### **Next meeting dates:**

EC: Nov.6, 2022 at 4PM Eastern time

Dec. 4, 2022 at 3PM Eastern time

SDC Special BOD Meeting: Oct. 30, 2022 and Dec. 4, 2022 4 PM Eastern time