

SDC Special Board Meeting

October 30, 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; and Allan Dias, Southeast Zone. Absent were: Tom Sexton Upper Mississippi Valley Zone; and Chuck Donkle, North Central Zone Carl Thomason, Parliamentarian was present.

I. Minutes of the Quarterly Board Meeting held on October 9, 2022 Board meeting were approved, with a correction noted by Allan Dias, on a motion by Mark Carson, seconded by Harvey Snitzer, and passed by all Board members present.

II. Minutes of the Executive Session held during the October 9, 2022 were approved on a motion from Steve Grant, seconded by Don Jones and passed by all board members present. The executive session dealt with the reinstatement of forum privileges to a member who had been banned in October of 2021.

III. Letter to Previous SDC Treasurer, Brian Millette:

Brian Millette has not responded to the letter of October 2, 2022 requesting that any/all SDC financial records from his term as SDC Treasurer be sent to the current SDC Treasurer, Jane Stinson.

There has been no response from Mr. Millette. Ed Smith will make a personal visit to him to discuss and collect any SDC financial records he may have in his possession.

IV. Recommended changes to Policy & Procedure Manual:

In an effort to maximize the efficiency of the Board of Directors, the Bylaws Committee recommended a change to Article IX-7-A, which originally stated that “the Bylaws Committee shall present those changes to the Board at the International Meet, with the committee’s recommendation”. The suggested change would be to change the phrase to say “present those changes at the next Board meeting”.

Allan Dias made the motion to approve the changes to Article IX-7-A of the Policy and Procedure Manual, recommended by the Bylaws Committee; motion was seconded by Steve Grant. The motion was passed by all Board members present.

IV. Additional recommended changes to the SDC Bylaws and Policy and Procedure Manual:

Carl Thomason of the Bylaws Committee presented additional 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. Therefore, at the October 9, 2022 Board meeting this set of recommendations was mentioned and was discussed at the Special Board Meeting today. This set of changes, will be voted on December 4, 2022 at a Special Board Meeting. The Bylaws Committee is recommending the following changes to the Bylaws and Policy and Procedure Manual:

NOTE: At the request of several board members, reasons and explanations for these changes are included in these minutes.

During a recent audit, the IRS Auditor advised that a compensated board member is considered an employee of the club/corporation by statute. Which means SDC is an employer. Don Jones stated this would mean SDC would be subject to tax reporting as an employer and subject to additional insurance requirements as that of an employer. It is in the best interests of SDC to contract out the basic accounting/bookkeeping duties to an outside firm.

Carl spoke with Mimi Halgren regarding New York Laws and the hiring of an accounting firm. The SDC Treasurer would be responsible for oversight of the contracted accounting firm. Should the SDC Treasurer, also be the owner of the contracted accounting firm, they would be expected to recuse themselves from any voting of the board that would involve the contracted accounting firm, or compensation of the firm.

CHANGES:

Bylaws:

Article III-B-3: in this section regarding the Suspension, Termination and Reinstatement of membership: recommended change: the removal regarding the following *“and has 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.”* Reasoning behind the change: each situation, wherein disciplinary action needs to be taken is unique and sensitive, and needs to be dealt with on a case-by-case basis.

Article VII-C: The SDC Treasurer position can no longer remain a compensated position. Therefore, the need to remove any reference to compensation of the Treasurer. Reasoning: this change was recommended during a recent IRS audit. This change then makes the need for the creation of a Contracted Bookkeeping/Accounting Firm to deal with the paying of invoices and basic bookkeeping duties.

Policy and Procedure Manual:

Table of Contents: The addition of a Contracted Accounting Firm. Reasoning: as described above as to why the Treasurer’s position is no longer a compensated position.

Article I-3-A: Membership discipline: the removal of: *“and has the opportunity to be heard. At the discretion of the Board of Directors, such hearing may be a personal*

hearing or solely on papery". Reasoning: as stated/described above in Article III-B-3 of the Bylaws change.

Article I-3-B: Regarding an expelled SDC member, and that member being able to petition the Board of Directors for reinstatement as a member: Removal of: *At the Board's discretion, it may conduct a hearing with the petitioner, either in person or on paper, regarding their petition for reinstatement, this procedure shall also be utilized for the reinstatement of a former vendor or advertiser who has been banned from selling at Studebaker meets or advertising in Club publications.* Reasoning: as stated/described above in Article III-B-3 of the Bylaws change.

Article VII-1-E: On the first line: the addition of: The Treasurer is responsible for the oversight of the Contracted Accounting Firm. Also, under the listing of duties of the Treasurer, the addition of item "z": Maintains the safekeeping of all documents. Reasoning: as stated above in the Bylaws changes to: Article VII-C

Article VIII: The addition of the item #10, the position of Contracted Accounting Firm: Reports to the SDC Treasurer: paying all invoices as directed by the Treasurer, other duties as assigned by the Board of Directors. Reasoning: as described in Article VII-C of the Bylaws changes.

V. For the Good of the Order:

Denny Foust reminded everyone to respond to the invitation to join Group Works. The first set of SDC groups is set up: SDC Board which includes the Executive Committee, the Zone Coordinators, and the Regional Managers. Set-up on the committees and other groups is in process; those individuals will be getting invites shortly.

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. We are nearing the election deadline.

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 BOD: Dec. 4 2022 at 4PM Eastern Time