

Studebaker Drivers Club Inc. (SDC) Board of Directors Meeting
Special Meeting called to discuss the transition of accounting firms
Sunday, January 25, 2026
All attendance was online via Zoom.

Call to Order: President Donald Cox called the meeting to order at 7:00 PM Eastern Time and thanked all for attending, and restated that the meeting would focus on the open questions regarding the transition from 1+1 Accounting to AP Accounting Services (APAS).

Attending: Attending: Donald Cox, President; Denny Foust, Past President; Ernie Brown, Vice-President; Avi Prochazka, Treasurer; Cynthia Sale, Secretary; Carl Thomason, Parliamentarian; Peter Bishop, Northeast Zone Director; Tom Cantral, Southeast Zone Director; Bob Dudeck, Atlantic Zone Director; Jack Gregory, Pacific Can-AM Zone Director; Phil Henderson, International Zone Director; Ed Smith, Pacific Southwest Zone Director; Harvey Snitzer, Crossroads Zone Director; Jon Stalnaker, South Central Zone Director. Absent: Tom Sexton and Clyde Furr.

Approval of previous minutes: Minutes from January 11 have not been provided to the BOD for review. There is no approval of minutes at this time.

Q&A follows with Peter Bishop leading the questions and Avi Prochazka providing the answers unless otherwise noted. Some questions were combined for clarity:

1. (Q) How long has AP Accounting Services (APAS) been in business and licensed as an LLC? (A) AP Accounting Services was established in October 2025.
2. (Q) What is APAS's EIN? (A) 39-5078919
3. (Q) Who will file the fiscal year 2025 Form 990? Has it been filed, and what is the deadline? (A) Filing the 990 is dependent on access to the SDC's financial records. Currently, those records are held on Jane Stinson's personal computer in her home. Avi K. Prochazka, SDC Treasurer, will file Form 990 by the deadline or request an extension if needed, as Form 990 must be completed by March 15.
4. (Q) If APAS and the SDC Treasurer are the same person, what is the 1099 status? (A) 1099 Status for 2025 will be filed for 1+1 Accounting by Avi upon receiving the 2025 Financial records. Notes by Denny Foust, the 2026 filing will be for APAS by Avi upon completion of that year.
5. (Q) The Service Agreement proposed by APAS lists its principal place of business as 621 N Vermont, Royal Oak, MI 48067, which is the same address posted on Avi's resume. (A) My (Avi's) LLC is used to represent me as a separate legal entity.
6. (Q) Who is the Registered Agent for APAS? (A) Dean D. Elliott, PLC
7. (Q) Can APAS provide a list of clients? (A) APAS does not have a client history. APAS ownership has historically conducted business under my own name.

8. (Q) Are the SDC Policy & Procedures Manual (PPM) instructions found in section VIII, Contracted Positions, being followed regarding the bidding process? (A) No, it is not. An opportunity to do that was not available at the time of my election to the treasurer's position. I was recruited by Jane shortly before the election, as she was about to retire from the Treasurer's position. Clarification from Carl Thomason, Parliamentarian: We may need to make some changes to the PPM and the By-Laws. At this time, sending the change of the accounting firm out for bid separately from the treasurer is not preferred, as our treasurer needs to have control over the firm.
9. (Q) When the current Treasurer was elected by acclamation in September 2025, the former Treasurer offered transitional training. Was the cost for such transitional training approved by the Board? (A) Yes, it was. The BOD minutes do a poor job of capturing this detail. However, this event is referenced on page 3 of the BOD minutes from September 2025. (Q) The APAS proposal requires payment of \$1,500.00 for transitional training from September 2025 to December 2025. Who provided any transitional training? (A) Jane and 1+1 Accounting
10. (Q) The APAS proposal seeks an unlimited contract length without a rebidding process. (A) Yes, this violates SDC's policies and procedures. This is under review to be revised as a topic and resolved.
11. (Q) The APAS proposal seeks continuous compensation with or without an SDC Treasurer. (A) Yes, this is intended to keep APAS's accounting services separate from Avi Prochazka's position as treasurer. Providing flexibility for the BOD and APAS in the event Avi Prochazka no longer serves BOD but elects APAS to remain as its accounting service. Denny Foust reported clarification: 1+1 Accounting is the accounting firm of record until the end of 2025, and Avi's firm, AP Accounting Services (APAS), is the firm as of Jan 1, 2026
12. (Q) The SDC Treasurer position description in the PPM includes 26 specific responsibilities, yet the APAS proposal only cites 5 general responsibilities. Must the disparity be reconciled before a contract is awarded? (A) Agreed, the 5 general responsibilities were thought to cover the specific ones listed in the PPM. This topic is under review and will be addressed in the next revision of this contract. A revised version of the contract is ready and will be sent to the members for review after this meeting.
13. (Q) 1+1 Accounting was paid \$1,250 per month, and APAS is asking for \$1,500 per month. Why is the higher amount? (A) Jane's fee started lower and was raised over time. Jane and 1+1 Accounting were donating time to the organization to keep it at \$1,250; however, while I am donating time to the SDC, there is significant time required to manage the organization's accounting needs. Transitioning to a better accounting system, faster turnaround of funds to Chapters hosting International Meets, and greater security for the SDC's financial records and funds are part of this increase.
14. (Q) A separate question sent by Peter Bishop: Why do the final annual report numbers that we supply to the government not match the numbers we supply to our membership? Please pay

particular attention to that and report at a future meeting. (A) I will need access to past financial records to verify that difference, but if I had to speculate early, I would assume that's a fair and book-value adjustment between those two accounts. When I have those records, I will take some time and give you a proper answer to your question.

Further discussion: Contract review, legal counsel, and bylaws implications. Several attendees recommended a legal review of the revised accounting contract to ensure compliance with not-for-profit governance and New York corporate law. It was noted that the previous arbiter, Kurt Krauss, has resigned, and that counsel previously used for bylaws review was Michael Malamut, who would be an appropriate reviewer and is licensed in New York. The board discussed the desire to identify counsel experienced with not-for-profit corporate matters and indicated willingness to expend modest funds to secure an appropriate review.

Financial update: Approval of transition SDC Financial Software: Avi further discussed the need to migrate the SDC Financial Records and accounting software from an older, personal-use license held by Jane Stinson to a newer, online version of QuickBooks for security, accessibility, and availability. QuickBooks ledger data and secure statements will be needed from Jane to complete reconciliation, prepare the 2025 fourth-quarter treasurer's report, and prepare a 2026 budget, as he currently does not have access to this data in a usable format. Pricing and licensing options were discussed: the current online cloud version of QuickBooks is an annual subscription at \$456. Alternatively, a limited second-hand activation key is available for up to \$40 for personal use, a standalone QuickBooks license. Participants weighed the benefits of cloud subscription, including redundancy, centralized storage, and vendor security updates, against the lower cost but limited standalone activation key approach and concluded that the cloud version subscription is preferable for continuity and data security. Denny Foust made a motion to accept QuickBooks Online with its annual subscription as the SDC Accounting software going forward. Jack Gregory seconded the motion, and the motion carried by a roll-call vote of twelve to one, with Peter Bishop abstaining.

Meeting adjourned at 7:30 PM CST.

Respectfully submitted, January 30, 2026
Cynthia Sale, Studebaker Drivers Club Secretary