

**Minutes of the National Board of Directors Regular Meeting
Mustang Club of America
Dallas, TX
Oct 9, 2011**

The President called the meeting to order at 9:40 AM and welcomed the Members of the Board of Directors, Regional Directors and guests. Roll was taken by Secretary Jim Keenan and a quorum was met with the following MCA Officers and Board members in attendance:

Ron Bramlett
Bill Bradford
Tom Champagne
Randy Cunningham
Stu Dunkel
Russell Duvall
John Farmer
Norton Foskett
Bob Frender
Christopher Hall

Tim Hahn
Charles Hampton
Ed Hockaday
Jim Keenan
Jeff Mays
Steve Prewitt
Rick Umberger
George Valeri
J.P. Weber

The following Board Members were not in attendance:

Rodney Brown, Craig Chesley, Austin Craig, John Dettori, Bill Johnson, Kerry Lawrence, Steven McCarley, Chris Neri, Kristy Neri, Pete Sigwart, Laurie Slawson

The following Regional Directors were in attendance:

John Adams-Mustang Club of Greater Kansas City, Donna Arends-Red River Classic Mustang Club, Suzanne Beels-Roanoke Valley Mustang Club, Don Blackstock-CSRA Mustang Club, Horace Collums-Mustang Club of Houston, Darwin Carmichael-Tri-State Mustang Club, Jane Crowden-Sacramento Area Mustang Club, Berney Cunningham-Magic City Mustang Club, Roger Fee-Mustang Club of Central Iowa, Robert Kohl-Mustang Club of Charlotte County, Ward Lindsey-Mid South Mustang Club, Martin Rupp-Capitol City Ford and Mustang Club, Jim Silverman-Mustang Car Club of New England, Michael Sove-Mustang Owners of SE Michigan, Eric Tucker-Oklahoma Mustang Club, Todd Quick-Wild Horse Mustang Club and T. Richard Woods, Foothills Mustang Club.

The Minutes from the July meeting were approved as written.

Executive Committee Report

- President Steve Prewitt spoke about the successful show season and the upcoming events that MCA are giving MCA great name recognition and we need to expand on that.
- The Mustang Club of America edition car will continue for a third year, through 2013 and offering a newly redesigned sidestripe, floormats with Mustang Club of America

embroidered in them, lighted door sill plates with the MCA logo and the build sequence number of the car on it, a dash plaque to install on your car and a certificate of authenticity from Ford Performance Group.

Finance Committee Report:

MCA Treasurer Ron Bramlett gave a briefing on the accounting for the Board citing income of \$549,497.67 and \$473,307.26 in expenses (as of) Aug 31, 2011 and a total of \$375,854.69 held in Money Market and Checking accounts.

Committee Reports

Administrative Committee

Committee head Rick Umberger brought forward three contracts to the board with a motion for acceptance for awarding to Acme Apparel, the MCA Office Manager and Pate Media Group with each contract written for three years. They were separately reviewed by the Finance Committee and Legal counsel prior to being presented to the Board. Each contract was discussed, voted on separately and each motion passed. Total annual contracts awarded \$467,200.00

Club Charter/Support Committee:

- Jeff Mays spoke on behalf of the committee and presented the *Pacific Cascade Mustang Club* and the *Heart of Georgia Mustang Club* for charter as a new MCA Regional Club's. The motions passed.

Judging Committee:

The following four Committee Motions were presented for approval from the Judges meeting:

1. Beginning in 2013, all vehicles entered in a judged class at an MCA National or Grand National show must be pre-registered. (entries for "Display Only" and "Pony Corral" may be allowed on the day of show if the Host club desires) Any exceptions to the rule will be made by the Host Club and MCA President or designated Representative.
2. The Retired Class was removed by recommendation of the Judging Committee and Board action. Request to allow all vehicles that were already showing in the Retired class and choosing not to show in other classes will be "grandfathered" in the former Retired class. Once a member elects to have their vehicle leave this class, it may not re-enter.

3. Request all "Gold Card" judges that are on record judging in their specialty at three or more National shows in a given show year, have their MCA membership dues extended for one year. (This excludes Assistant and National Head Judges)

4. Request to change all "Popular Vote" classes to "Judges Choice" commencing in 2012.
All four recommended motions passed after discussion.

Jeff Mays submitted a motion that beginning in the 2013 show season, MCA requires membership for all individuals entering cars in judged classes at MCA National Shows. It was seconded, discussion followed and the motion passed.

Jim Keenan brought back the following Motion from the January meeting:

Mandatory rule for fire extinguishers at time of Classification. Classification personnel will turn away any car that does not have a U/L approved fire extinguisher. They will not be allowed on the show field without one. Recommend that local club hosting National have 10-20 extinguishers on-site for sale.

After much discussion, Board action for this topic was postponed indefinitely and sent back to the committee for further refinement.

This time the motion was presented without the last line recommending local clubs have extinguishers on site for sale. The motion was seconded and passed as amended.

The Chair placed the meeting at recess at 1215 to prepare for a working lunch.
The Chair called the meeting back to order at 1300

Hall of Fame

Charles Hampton brought the committees final revision of the admission requirements to the Mustang Hall of Fame. Motion passed

Internet Committee:

The committee is working hard to get all judging tests on line. In addition they are policing website forums and expanding the Presidents and Regional Director support by building in better functionality.

Marketing

Tom Champagne spoke on behalf of the Marketing committee thanked Regional Directors that attended the Regional Directors Summit and outlined the committee's

progress as they look to secure long term sponsors for the benefit of MCA and its membership.

Membership Committee:

Committee Chair George Valeri reported that through the different events his committee has attended throughout the year, they have helped recruit or renew the memberships of 299 people. MCA ended September 2011 with 11,527 members.

National Show Committee:

Steve Prewitt presented four shows for acceptance to complete the 2013 show season:

April 19-21 at Ford Park in Beaumont TX hosted by the Wild Horse Mustang Club.

July 5-7 at the Crowne Plaza Golf and Tennis Resort in Asheville, NC hosted by the Blue Ridge Mustang Club of Asheville, N.C.

Aug 2-4 at the Lucas Oil Raceway Park in Indianapolis, IN hosted by the Mustang Club of Indianapolis.

Aug 31- Sep 1 at the Richard Petty Driving Experience Disney Speedway in Orlando FL, hosted by Imperial Mustangs of Polk County and the Mid-Florida Mustang Club.

Nominations Committee:

Presented the election results that were held in the month of September.

Newly elected members to the Board of Directors for a two year term 2012-2013 in alphabetical order:

Arends, Donna
Boleware, Sandra
Bradford, Bill
Chesley, Craig
Dettori, John
Dunkel, Stu

Farmer, John
Frender, Bob
Hall, Chris
Lawrence, Kerry
Slawson, Laurie
Valeri, George

The following three members will be available as listed in order to the BOD for nomination, if any board member should vacate a position during 2012.

Tucker, Eric
Campbell, Butch
Rixman, Larry

Other results from the election reported to the board:

On having the Grand National in the same location the membership voted against the measure 829 to 201. It did not pass.

On voting Donald Farr into the Mustang Hall of Fame, the membership voted for the measure 970 to 38. He will be inducted into the Mustang Hall of Fame.

On selecting three charities for MCA to sponsor. The top three receiving votes were:
Wounded Warriors
Make a Wish Foundation
American Cancer Society

Procedures/Bylaws:

Requested Bylaws change #1

In Article VII Section 1. Type of Officers: The committee requests to remove the word “incoming” when used before the word “President” because each year approximately half of the board is newly elected and the President may be on the second year of his term and not “incoming.” In another change we are looking to have the National Head Judges appointed as ex-officio members since they oftentimes need to address the Board of Directors in an Official capacity. The President should have the opportunity to appoint them as Chair or Vice Chair of the committee if they are not currently serving in a Director position. With the Boards approval, the new section would read as follows:

Section 1. Type of Officers:

The President shall appoint the Parliamentarian, Sergeants-at-Arms, National Head Judge, Publisher and Historian. There shall also be a Board member(s) selected by the President to chair all established National Club committees, except the Executive, Finance committees. The Executive Committee is chaired by the President or in the President's absences, the Vice-President or Past President. The Treasurer chairs the Finance Committee and the National Head Judge(s) may be appointed to chair positions on the Judging Committee at the Presidents discretion while serving as ex-officio members.

Requested Bylaws change #2

This change is to ensure the President is included on all committees except as stated, to ensure inclusion in message traffic and teleconferences if warranted or requested. It also removes “incoming” before the word President (as done in the previous change) and clarifies when needing the Boards approval for certain appointments. With the changes, it would read:

ARTICLE VIII - A Section 1. Duties of Elected Officers President:

The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors and shall be ex-officio, a member of all committees (except for the nominating and special disciplinary committees) with the right, but not obligation to participate in the proceedings of all committees. The President or the President's specific Committee chairperson designee shall sign all contracts and other instruments in writing, provided however, that all contracts and instruments in writing must first be approved by the Board of Directors. The President shall appoint the Parliamentarian, Sergeants-at-Arms, Historian, Publisher, National Head Judge and if required, a National Head Judge Representative with the concurrence of the Board of Directors when appointing non-board members to support roles.

Requested Bylaws change #3

There are times when head judges are appointed that are not National or Regional Directors. Because they are such an integral part of the MCA show season and communication is so critical between them and the National Board of Directors, this requested change is to allow a National President the ability to appoint them to the Judges committee as "ex-officio" members to allow them to them to address the Board of Directors at meetings, debate and make motions on committee business for the MCA Judges community. This change also removes references to "certification of reproduction parts" which is a discontinued program. The new section would read:

ARTICLE VIII – B Duties of Appointed Officers National Head Judge

A National Head Judge or designated representative shall attend all National shows and Board of Directors meetings. National Head Judges are responsible for all aspects of judging, rules modifications and judges meetings and shall appoint active member(s) in good standing as Assistant Head Judges. The National Head Judges shall cause to be maintained, a list of all Certified and Gold Card judges and shall oversee such certification. The National Head Judges will conduct a National Rules meeting as deemed necessary, at a time and location to be determined and will present all findings of this meeting to the Board of Directors for final disposition. National Head Judges not serving as an elected National Director shall be ex-officio members of the Judging Committee and may be appointed to a Chair position at the Presidents discretion, but shall not count towards the quorum and may not vote on National Board matters unless also serving as a Regional Director.

All three motions for bylaws changes were discussed, brought to a vote and along with the proxy votes previously sent out and received back from Regional Directors, all motions passed.

Youth Program

Chris Hall announced the Youth Program forums are now up and running on the MCA web site.

New Business

The National Show Committee presented its revised National Show Guidelines as a motion for the Boards approval. Motion Passed

With no further business to discuss, the meeting adjourned without objection at 1555 PM.

The next meeting will be the Annual meeting January 22, 2012 in Phoenix at the Airport Marriott in Phoenix, AZ.

Submitted by:
Jim Keenan
National Secretary

Approved By:
Steve Prewitt
MCA President