

Society of Automotive Historians
Board of Directors Meeting – Minutes

May 19, 2020

Location: Virtual meeting via FreeConferenceCall.com

Note: Due to the Coronavirus pandemic this meeting was held virtually via the website FreeConferenceCall.com.

Present:

Current Directors: Don Capps, President; Robert Barr, Vice President; Rubén Verdés, Treasurer; Robert Casey, Secretary; Bob Elton, Kevin Kirbitz, Carla Lesh, Chris Lezotte, John Marino, Casey Maxon, John Mohr, Dean Nelson, Steve Purdy

Guests and ex officio: Louis Fourie, Ed Garten, Andrew Beckman, John Heitmann

Note: These minutes contain only the summaries of the committee and officers' reports. The full committee reports that have been submitted and the Treasurer's reports are filed with the minutes and are available upon written request to the Secretary of the Society.

President Capps called the meeting to order at 2:08 pm, EDT.

Upon completion of the roll call, Secretary Casey declared that with 13 officers and directors in attendance a quorum was present.

- Upon motion made by J. Marino and seconded by C. Lezotte, minutes of the October 10, 2019 Annual Members' Meeting of the Society of Automotive Historians were approved as written.
- Upon motion made by J. Marino and seconded by C. Lezotte, minutes of the October 10, 2019 meeting of the Board of Directors of the Society of Automotive Historians were approved as written. [SEP]
- **Treasurer's Report:** R. Verdés reporting.
 - The Treasurer's Report is attached hereto and should be consulted for detailed information.

- **International Committee:** B. Barr reporting:
 - Report of the International Committee is attached hereto.

- **Membership Report:** S. Purdy reporting:
 - Report of the Membership Committee is attached hereto.
 - The Marketing Committee has developed a strategy to promote the organization and attract new members. We now need a new batch of brochures, a social media strategy and, most of all, we need active SAH members to help and share prospects from their spheres of influence.

- **Governance Committee:** L. Fourie reporting:
 - Report of the Governance Committee is attached hereto.

- **Awards: Reports received from Awards Committees are attached hereto and are summarized below.**
 - **Brigham Award:** Andrew Beckman reporting:
 - Report of the Brigham Award Committee is attached hereto.
 - No submissions for the Brigham Award have been received as of 5/14/2020.

 - **Cugnot English Language Award:** Ed Garten reporting:
 - Report of the Cugnot English Language Committee is attached hereto.
 - Five books were submitted by the deadline, and are in route to individual committee members for evaluation. A decision on the award will be made by 7/15/2020.

 - **Bradley Award:** Ed Garten reporting:
 - Report of the Bradley Award Committee is attached hereto.
 - The Committee recommends that the Mercedes-Benz Classic Museum and Archives receive the 2020 award.

 - **Friend of Automotive History Award:** Andrew Beckman reporting:
 - Report of the Friend of Automotive History Award Committee is attached hereto.

- No submissions for the FOAH Award have been received as of 5/14/2020.
- **Publications, SAH Journal:** Rubén Verdés reporting:
 - Report of the *SAH Journal* Committee is attached hereto.
- **Publications: Automotive History Review:** J. Heitmann reporting:
 - Report of the *AHR* Editor is attached hereto.
 - Volume 61 should be out by April 2020. HVA presentation revisions are to be submitted to the editor by 8/15/2020.
- **Publications, Website:** Tom Jakups and Louis Fourie reporting:
 - Report of the Website Committee is attached hereto.
- **Chapters and Sections Report:** Bob Barr reporting:
 - Report of the Chapters and Sections Committee is attached hereto.
- **Hershey Banquet Committee:** John Marino reporting:
 - Report of the Hershey Banquet Committee is attached hereto.
 - R. Casey moved to approve the Hershey Country Club as the venue for the 2020 Board of Directors Meeting and Annual Meeting of the Society, and the annual Banquet. Cost to members for the Banquet will be \$66 each. Second by J. Mohr. Approved.
- **Hershey Tent Committee:** L. Fourie reporting:
 - Report of the Hershey Tent Committee is attached hereto.
- **Old Business:**
 - There was no Old Business.
- **New Business:**
 - Bylaws Revision. Vice President Barr presented the revised Bylaws. A copy is attached hereto. The goal was to update, clarify, and make the bylaws more “user-friendly.” The revised Bylaws should form an operator’s manual for the organization, but some of the operating minutia found in the current Bylaws will be shifted to a Policies and Procedures Manual that can be more easily updated as needed. Large sections of the proposed Bylaws prompted only minimal discussion. The following minutes

highlight both the most significant debates and discussions and the significant changes from the existing Bylaws, even if those changes did not prompt discussion. In some cases the chronology of discussions has been altered for clarity.

- Article I, Section 3 – Address: The Society currently has no fixed address but uses the AACRA Research Library as a mailing address. After some discussion the following wording was agreed upon: “The registered address of the Society shall be designated by the Board and revised as needed, in accordance with State of Indiana Code.”
- Article II, Section 1 – Qualifications (of members): The proposed revision says that “Membership in the Society is open to any person, corporation, or other entity, without restriction of race, creed, religion, age, gender, or national origin.” At the suggestion of C. Lezotte the section was revised to read, “Membership in the Society is open to any person, corporation, or other entity, without restriction of age, color, creed, disability, ethnicity, gender, genetic information, marital status, national origin, race, religion, sexual orientation or identification, or veteran status.”
- Article III, Section 1 – Number and Term of Officers and Directors: this revision concisely defines the beginning and end of elected terms. There was no discussion.
- Article III, Section 1 (h) & (i): (h) establishes term limits for President, and Vice President, while allowing the Secretary and Treasurer to continue in key administrative roles with no term limits. (i) establishes term limits for Directors but gives the Board the power to waive such limits in particular cases where a Director has special expertise. There was no discussion.
- Article III, Section 2 – Powers of the Board: The proposed paragraph (b) said that the Board has the power “To accept or not accept the appointment of any Committee Chair by the President, or the appointment of any Committee Members by the President or by a Committee Chair.” To clarify that Committee Chairs and Members are appointed unless the Board specifically objects, the words “to accept or not accept” were changed to “disallow.”
- Article III, Section 4 adds a Code of Ethics for all Officers and Directors.

- Article IV – Officers, Section 1 paragraph (h): Change the proposed Bylaws to read that contracts and other agreements “shall be executed by the Treasurer with the approval of the President” rather than “by both the President and the Treasurer.”
- Article IV – Section 2 transforms the Vice President’s office into a position with specific administrative responsibilities related to committees and relieves the President of many administrative details.
- Article IV – Section 4 paragraph (h) reiterates that contracts will be executed by the Treasurer with the approval of the President.
- Article VI transforms the Nominating Committee as it currently exists into the Governance Committee, and expands the responsibilities of the Nominating Committee. President Capps noted that the Governance Committee is inspired by a military Command Group that is responsible for long term planning as well as continuity of leadership.
- Article VI – Section 5 – Voting: After the sentence reading, “In the case of a tie, the Secretary shall open the late ballots not timely returned and recount the vote tally with those ballots included,” insert the sentence, “If the tie remains the Secretary will seek the guidance of the Board.”
- Article VII – Place and Conduct of Meetings: Strike the last sentence of Section 1 that reads, “Members may attend any meeting of the Society,” because it will be too difficult to notify every member of every possible meeting.
- Article VII – Section 4 – Electronic and e-mail Referenda between Board Meetings: This is one of the most significant changes to the Bylaws. It allows the Board to take full advantage of improved electronic communications technologies to allow discussions, motions, seconds to motions, and votes in-between the two regular board meetings.
- Article VII – Section 5 – Annual General Meeting: This section establishes the conduct and general content of the Annual General Meeting, currently known as the Annual Meeting of Members, so that it is an event unto itself, without conflict or overlap with any Board meeting. Such an annual general meeting is required by the Indiana state laws under which the Society is incorporated.
- Article VIII – Adoption, Amendment, or Revocation of the Bylaws: Section 2 provides that all changes to the Bylaws shall be

published in the *SAH Journal* or by electronic means. The term “*SAH Journal*” was changed to read “a Society Publication,” to allow for greater flexibility of modes of notification.

- Article IX is a comprehensive restatement of the committee structure and functions, requiring the establishment of policies and procedures for each committee. The Standing Committees—Nominating, Publications, and Awards—are the backbone of the Society. Section 1 paragraph (c) (2) is changed to read that, “Each Award Panel shall consist of at least three Members. . .” rather than “at least one Member.”
- Article IX – Section 2 – Ad Hoc Committees and Section 3 – Working Groups allow flexibility for the creation of special teams of people that can address specific issues that may arise from time to time.
- Article IX- Section 4 – Policies and Procedures is a completely new provision requiring the codification of policies and procedures that do not need to be part of the Bylaws. Paragraphs (a) and (b) were replaced by the following paragraphs (a), (b), and (c):
 - (a) The Board shall establish policies and procedures covering the day-to-day conduct of the Board. The Board shall revise said policies and procedures as needed to keep them current.
 - (b) Each Committee shall establish policies and procedures covering the day-to-day conduct of the Committee. Each Committee shall revise said policies and procedures as needed to keep them current. Committee policies and procedures, and revisions thereof, are subject to the approval of the Board.
 - (c) The Vice President shall serve as the primary policies and procedures liaison between the Committees and the President and the Board by monitoring and reporting on the establishment and revision of all Committee policies and procedures.

President Capps recessed the meeting at 4:15 pm EDT.

President Capps reconvened the meeting via FreeConferenceCall.com at 2:06 pm EDT on Tuesday May 27, 2020. Present were all the members from the

first portion of the meeting except Ed Garten. Discussion of the proposed Bylaws revision continued.

- Article X – Chapters, Affiliates, Associates and Interest Groups: The discussion revolved around the fact that the proposed revision is very concise and leaves more thorough explication of the relationship between the SAH and its chapters to be determined. Questions were raised about what this means for our insurance policy and what the current chapters might think about the proposed changes. B. Barr noted that the chapters consider the present Bylaws draconian and he thinks they will welcome the opportunity to redefine and streamline the relationship. President Capps appointed R. Verdés and B. Barr as a working group to talk with the chapters to work out Policies and Procedures that address our insurance concerns and redefine the relationship between SAH and its chapters. B. Barr said that the group will hold electronic meetings with the Leland and Wisconsin chapters to begin those discussions. R. Verdés noted that this is an opportunity to show the chapters some love.
- R. Casey moved to amend the Bylaws by replacing Articles I through XII of the existing Bylaws with Articles I through XI of the proposed Bylaws. B. Elton seconded. Approved unanimously.
- R. Verdés will announce the adoption of the revised Bylaws in the *SAH Journal* and in a Constant Contact e-mailing, and will put a link to the Bylaws on the Website.

- Permanent Home for the SAH: President Capps expressed his desire to establish a permanent physical home for the SAH. He had been in discussions with Greg Miller about Flint but Greg's untimely death called a halt to those discussions. Capps believes that a place in the Detroit area would be the most appropriate, be it the Automotive Hall of Fame, Benson Ford Research Center, or elsewhere. C. Lezotte was appointed chair of the working group to explore the best place for a permanent home.

- Outreach and Marketing: President Capps noted that improving our outreach and marketing is essential if we want to be around for a second fifty years. J. Mohr said that he and C. Maxon have been working on a potential overhaul of our web presence,

including Facebook and the Website. He would like a unitary committee including himself, C. Maxon, S. Purdy, and C. Lesh. S. Purdy noted that we now have a marketing strategy to use brochures targeting our younger audience as well as our traditional audience. He has prepared a proposed e-mail that President Capps can send out to the membership asking for help in identifying people who can help us pitch our message. We have a prospect list of thirty to forty individuals, organizations, and groups where we can start prospecting for members as soon as we replenish our brochure supply. We must also expand our use of social media. A working group of C. Maxon, S. Purdy, C. Lesh, and L. Fourie with J. Mohr as chair will pursue the marketing strategy. L. Fourie noted that publicizing our annual awards can be an excellent marketing opportunity. C. Maxon noted that the two SAH publications have unique auto history content that most people beyond our 900 or so members do not know about. He wants us to be able to publish articles on a public facing aspect of our website that we can share with media, other organizations, and our own social media. C. Lezotte asked if our publications are on academic databases and J. Heitmann replied that the AHR is, particularly on American History and Life. He is trying to get AHR into more libraries and archives. S. Purdy said that the Leland Chapter is planning a Skype seminar in the fall to publicize the chapter and the SAH will be part of that.

- Fall Board Meeting at Hershey: There is a real question about whether the AACA will hold its fall show and swap meet at Hershey, Pennsylvania in October, and thus about whether we will be able to hold our fall Board meeting. J. Marino will look into various alternative meeting arrangements, with the understanding that holding our meeting at the Hershey Country Club in October is still the preferred option.
- L. Fourie raised the question of using provisions in the newly revised Bylaws to waive term limits for Board member J. Marino because of the experience he brings and his long-term relationship with the Hershey Country Club. B. Barr moves to waive term limits for J. Marino in the next election. B. Casey seconded. Motion approved.

The meeting was adjourned at 3:01 pm EDT.

Respectfully submitted, Robert Casey, Secretary.