

NATIONAL EDGE & TA



Board of Directors Meeting Aug 24, 2002

President Cliff Northcote called the meeting to order at 9:00 p.m.

Roll Call:

Cliff Northcote
Howard Hodson
Jerry Mac Martin

Secretary/Treasurer Ruth Warnock

Advisors present

Dorene Yearian
Ken Green
Alan Schurman

Cliff stated all directors and advisors present at this show are present at this meeting.
Cliff stated that we do not have a quorum, a quorum being 5 per the bylaws so therefore we cannot have elections or votes on any motions.

1. At the morning meeting, Cliff passed out some proposed policy and procedures to the directors, which cannot be voted on until after the election of new officers, which are supposed to be done by secret ballot. Therefore these will be done later.
2. Cliff encouraged the board that we recognize past directors for time served and if the policy were approved he would like to see that retroed back. Ruth indicated that the only one that has not been recognized is Dale Fry.

3 Northwest Regions Show

Cliff asked NW Advisor Alan Schurman to give a short report on the NW Regional Show in Alaska.

Alan said it was a small show, they have a very neat place to have it at a State Transportation Museum. He stated that he thought there were about a dozen gas engines there, a couple dozen tractors, the museum had a few items. He said all was really friendly and that they had a pretty good public turnout.

4. National show 2002

Cliff stated that this branch had done a terrific job. We had heard the horror stories and not one was lived up to and they showed they could do it. Cliff will send out a thank you letter to this branch from the national.

The National did receive a thank you card today from the branch, which Cliff read as follows:**Dear National Officers 2002 on behalf of the membership of branch 21 I would like to thank you for your support and help for the National. Respectively, Patty Bodnar, Secretary, Branch 21.**

Cliff said they also passed out thank you notes to each exhibitor. Little things like this make a difference.

Ken Green (Advisor) had a question on the proposed policy/procedure

concerning the election of the board officer. He asked why it is necessary that the bylaws aren't sufficient procedures to elect the officers. Cliff said at the time he wrote these, the bylaws hadn't been approved.

Ken asked the following: On the policy and procedure concerning travel expenses on the outgoing director, why is this necessary? The bylaws cover this. Cliff said now that the bylaws are in place we can go back and look at all of this. Cliff said he was just throwing some ideas to get people's minds going. The other one was recognition by plaque. Ken said that he thought anything concerning spending of money, reimbursement of money should be approved by the branches.

Howard said you have to be careful. If you have to go to the branches every time you need to spend money, you'll never get your bills paid. That is the reason we have a board of directors. We the board can decide what needs to be paid for and not have to go to the branches for approval, and travel is up to the board and not the branches. Cliff said that travel is laid out very specifically in the bylaws of what it does cover.

Cliff further explained that currently directors send their expenses in to Ruth, for the most part they are phone bills an occasionally postage or fax cartridges, she then faxes them to him, he reads through them and faxes back with approval within the day. He said we could not create a backlog.

Red books: (P&P)

Cliff said to make sure you download anything new (bylaws) from the website and get it into your red books. Ruth said she would send out updated directors/officers list as soon as it is finalized.

Recognition of outgoing officers.

Jerry asked how we were recognizing outgoing officers, directors now.

Cliff said there was nothing in place. This was brought to him by Bill Keene about 8 months ago asking why we had not recognized Dale Fry. Cliff said he didn't know, that there was nothing in place to do it, he guessed it was just done on a decision basis. This way if we vote on it, it will be in writing and we will know we have to follow through with it. Cliff said he thought everyone should be recognized. It's volunteer work, and a plaque should be given. Ruth indicated that if approved, there would have to be 3 plaques bought. One for Dale, Gus and Floyd. Cliff agreed, once this has been adopted.

Responsibilities:

Howard said that some of the responsibilities have to be re-delegated. That somebody was going to get some of the work he had been doing.

Discussion:

Dorene said the Advisors are supposed to help. To get out and talk with their branches. But she said they can't do their job if no one tells them what is going on.

Ruth said she knew where she was coming from but indicated that she thought some things should remain at a board level and other things can be board and advisor level.

Dorene said she sees no reason why advisors can't know all of it with maybe an insert saying "this is board level only but we know about it" and the rest we can tell our people about. She said she sees no reason why advisors can't know everything that is going on because one of these days one of us is going to be out there and be a director. How are you going to train them unless you give them all of the information. If they are not smart enough to know, then tell them that some of these things they have to keep to themselves. If they can't do it, they don't need to be an advisor, and they don't need to be a director. Howard said, "point well taken".

Alan said he goes along with Dorene. He also said regarding Ken's point on rules and repetition that what he has seen on bylaws sometimes is too much. He said bylaws should give you general direction and give you some latitude. Then if you want to detail what you are doing, he thought we would be smart to take the bylaws and develop SOP Standard Operating Procedure to work from. He said this could go to the branches and tell them that this is what the board is working from. He said he didn't know if we had to have their approval.

Ken's point clarified.

Ken said he thought they missed his point on branches approving things particularly that required spending of money. He said the branches have approved the bylaws already. So if the procedures are in the bylaws adequately enough that you don't need policies and procedures in addition to what is already in the bylaws.

That was Ken's point. He said he didn't mean the branches had to approve every spending of money, they had to approve the policies the national uses in order to spend money.

Alan said he agreed with that.

He said his branch just went through this. They went from simple bylaws to a book of bylaws with everything in it. Then he said he realized bylaws aren't supposed to be this complicated, if

they want all the details of what we were doing just make an operating policy list. This was agreed on. Refer to the red book.

Communication through emails.

Cliff said two things, the communication that was set in place before his time was when emails went back and forth between directors, and everyone should be copied back and forth on answers. He said what he was hearing now and is what is being requested (and he didn't have a problem but it is something that will have to be decided is that all emails that go back and forth between directors the advisors should be cc'd on so they are aware of what is going on. Like Dorene said, how can you answer a question asked if you have never even heard the subject, you look dumbfounded.

Dorene said recently she was asked a question, and she said she didn't know anything about it.

Then the president of her branch, Larry Voris, told them all about it.

Alan said he had been copied on a lot of the recent stuff that had been going on and at least he had a feeling of what was going on.

Cliff asked if anyone else had any comments on what was going on about copying the advisors.

Howard said he thought we should copy the advisors. He said he doesn't know if we can get them to do that, that we can't even get all of the directors to copy each other. Cliff said that might be a good policy.

Dorene said when she gets an email, the first thing she does is to look and see if Ruth is on there, and then to see who else is on there.

Cliff said he would go ahead and write a policy on this and bring it forward and will get them sent out with the notation that a lot is in the new bylaws, but at least we can go through them, discuss them and clean house on those and either keep, toss, or whatever we will do.

Ballot voting:

Howard had one question on voting. He said the next time we send out ballots to branches we need to send instructions along that if there are two directors being voted on they must vote for 2 or it is not valid. If there is a bylaw change being voted on they must vote either yes or no. Or it will be an incomplete ballot if they don't vote on all issues. Ruth indicated that was the way it used to be with the national voting. She stated that was the way Dick did not win when he was running for director some years ago, because they threw out ballots that were not completed. He was told later that the only reason he didn't win was because ballots were not completed.

Dorene agreed.

Cliff stated that out of 112 branches 49 branches submitted ballots. He said that he would like to see the directors, with the help of their advisors, go to the branches that didn't vote and see if they can find out why. Is there a problem with our instructions? Timing? Do they just not care? Maybe we can learn something and approve this way.

Howard said that he was at two branches, that made their decision, cast their ballots, and neither of those were here today.

Cliff said maybe we need to stress to the branch presidents that this is part of their responsibility. Ruth said that none of the Kansas branches voted. She said she would send a list to the directors of the branches that didn't vote and they could take it from there. Cliff said this should take place

before there is a change of officers in the branches. That we should do this within the next month.

Howard said that he knew about the two branches in AR voting. Cliff said this is where the branch officers are letting down their membership. Just as the membership entrust us to represent them, they also entrust their branch officers to represent them. Ruth will get this information out to the directors. It may be an eye opener to us.

Alan asked what he needed to do with the new director. Cliff said when Ruth got home she would be sending out an email to all directors and advisors telling them how the vote went and will let them know that Cliff would be getting in touch with them. Cliff said he would be getting in touch with Dick Tombrink. Howard suggested he give Ruth sufficient time to contact him and then for Alan get in touch with him welcoming him aboard as a new director and then volunteer to help him.

Cliff asked if there was anything else?

The question was asked about insurance

Cliff said that as of now Larry Burchfield was going to finish out the year, and that we would have to be looking at a new agent for next year. He stated that these were his own personal thoughts, but that he didn't think Scottsdale has a problem with us, he said he had talked with Insurisk and they had already transferred him to a agent that does business out of their building. That was one option.

Alan asked if we have a database that we can go to any insurance company that shows how many branches, with so many members, and each branch averages so many events, to get rid of this reporting events, and even reporting branch member's names. He said he thought insurance companies were going to have to issue this policy on some National average. We are not paying by the event, we are paying by the member. He said he thought we should have enough data over the past few years to be able to go to an insurance company and tell them this is about how many members, and this has been our exposure and events. He said it sure would eliminate a lot of hassle for all the branches and the insurance company too. He said they need to accept the risk on the whole. He realized some branches had more activities then others but they are already averaging that out. What do they need names for? You start out with 50 members in your branch, you are going to lose 5 and gain 8. These are averages that we can give them so they can base the yearly fee on not 50 but maybe 53 members or whatever. He said he thought it was important that each branch sanction all their events. He said they needed to leave that responsibility with the branches. In other words if they wanted that event covered, it better be on their list.

Ruth said she didn't know if it was required or not, but the way Larry explained it to her was that the insurance company needed to know where the exposure was, and that by him putting down where the branches were going and when, that would let the insurance office know where the exposure was.

Alan asked why all the names had to be reported.

Ruth said that the rule is that every member had to be insured and everyone insured must be an EDGE&TA member. By Larry saying that he needed every EDGE&TA member he could then cross check with my data base every week as we have always done up until this year. This allowed us to say o.k. Alan paid his dues, but has not been reported to the insurance company and we contact him letting him know that until he pays his insurance he is not a member.

CORRECTION by Ruth: This should have been stated differently. The branch reporting this person needed to be contacted. Not the individual.

Alan said we sure could eliminate a lot of hassle.

Cliff addressed the motion that was read tonight at the general meeting, that all money goes through the national. He indicated that might clear up some of that, he didn't know. Those are things we have to look at.

Howard said that he knew in the past that some branches only reported about half of their members because only half of their members was all that would ever be on board any one given day.

Cliff said that was the way our old insurance company out of Oregon had it set up. He had personally talked with them when he was president of his branch. He stated he had 230 members in the branch. They asked how many of those go to events, Cliff indicated about 80 to maybe 100 if there was something big, they said that was all the branch needed to pay insurance for. Cliff said that was the old company, there were problems with the old company, we are now with Scottsdale and he feels we are in a lot better shape with insurance now then we were back then. Cliff said the names were important somewhere, whether it was through the national, insurance company, that is something we will have to find out.

Ruth stated that we have to know what is required by 1. Scottsdale, 2. Insurisk and 3. Maumelle. She has asked this question over the past few months and still does not have an answer. Once this is known some decisions can be made. Cliff said it would make a big difference as far as time of commitment, time of work put on the national secretary. If everything we do now has to be done, that is a lot of work and we have to decide how we want to handle it. Are we going to look at support help for her? Especially at the busy time of renewals? Or are we going to be looking at somebody else to be handling that side of it? Is the agent going to pick that up? There are a lot of variables out there. Dorene said, maybe for .50 a member the agent would do it. Cliff said if there was nothing else, we would adjourn and that he would be setting up a conference call shortly and bringing forth the policy and procedures and would be bringing forth these additional issues.

Howard stated the meeting would be adjourned at 9:50. Cliff said adjourned. Thank you.

Respectfully submitted,
Ruth A. Warnock, Secretary