

NATIONAL EDGE & TA



MINUTES OF THE BOARD OF DIRECTORS MEETING CONFERENCE CALL 9/12/2002

1. Meeting was called to order by President Cliff Northcote at 6:03 p.m. West Coast time.

2. Roll call was taken

Cliff Northcote
Howard Hodson
Curtis Cook
Tim Wade
Bill Keene
Jerry Mac Martin
Dick Tombrink
Ruth Warnock

3. Report on 2002 National Show hosted by Branch 21 in Oregon

Cliff gave the report and he said all of the horror stories we had heard about the grounds were totally blown out of proportion and false. He said he didn't know what the show grounds looked like before we got there but everything was well done. He said they had water, electricity and generator plants. They had done a terrific job. A nice setting looking over a big valley. Cliff said we couldn't ask for anything better. Cliff reported that they had 2 steam engines, one was working and one static, 111 engines, 58 tractors and there was a combination of 15 chain saws or drag saws, 15 models and there were 30 branches represented at the show. Cliff said our new branch 141 in Oregon had some of their members over there on the Monday before and stayed there and worked. They had good cooperation and it showed. They were all extremely friendly. They had a good turnout and good press coverage.

4. Policies

The following policies were discussed and adopted by the board.

RECOGNITION OF RETIRING BOARD MEMBERS

A plaque shall be presented to each elected Board member on retirement at the end of his/her term in recognition of their service to EDGE&TA. The plaque will be presented at a show or event of his/her choosing, or it may be mailed to them. If removed for cause by the BOD or membership they will not be eligible.

Adopted: 09-12-2002

TRAVEL EXPENSES FOR NON-RE-ELECTED, RETIRING OR NEW OFFICER/DIRECTOR

1. Any National Officer/Director that is not re-elected for an additional term will be reimbursed for travel expenses relating to returning home after the National Meeting.
2. Any retiring National Officer/Director that attends the National Meeting will be reimbursed for travel expenses relating to returning home after the National Meeting.
3. Any National Officer/Director that is elected for the first time will not be reimbursed for travel expenses relating to returning home after the National Meeting.

Adopted: 9-12-2002

The policy for Advisors receiving copies of all emails and minutes was discussed at great length. It was agreed that the advisors as well as the membership should receive copies of all meetings. They will also be posted on the web pages. There was discussion regarding email correspondence.

It was stated that Advisors Ken Green, Dorene Yearian and Alan Schurman expressed they needed additional information. Jerry stated he thought some information/correspondence needed to stay at different levels.

Question asked by Curtis where do they feel left out because they don't get copies or because the director they are working with does not correspond with them? Cliff replied that he thought it was both. Howard stated that what he heard from Dorene was she felt that that the director should pass on the same information he/she receives to the advisor. Bill indicated that he thought the directors should pass on what the director feels the advisor needs to know. There was agreement from several directors.

Tim said that the directors should leave it open to discretion. There are some things that would be discussed that wouldn't get passed on until finalized.

Bill said the directors should use some good old common sense on what they pass on.

Howard said that the minutes are public record and they should get copies of that, but he doesn't think they need to be copied on all emails that are going back and forth between the directors when they are trying to make decisions. Once a decision is made then the directors need to make sure it goes out to the advisors so they know what is going on.

Further discussion was made on conference call minutes. This current one is an extenuation of the National meeting and they should be copied on the minutes as well as sending them to the

branches and posting them on the web site. Dick asked if a decision could be made after a conference call by the directors not to include certain things in the minutes that are sent to the advisors.

Howard made the following motion.

This conference call is an extension of the Oregon National 2002 and these minutes will go to the advisors and branch presidents and be posted on the web pages.

Second by Bill. Motion carried.

Cliff made the following motion:

At the end of every conference call, on a case by case basis decision, a decision will be made to have the minutes sent out to the advisors or portions of the minutes sent out to the advisors. Dick agreed that "portions" should be in there.

Seconded by Howard.

Motion carried

Copies of emails, will be left to the discretion of the directors. All agreed.

Curtis brought up the format to be used for the minutes. Abbreviated or complete (as they are recorded). There was discussion.

Motion made by Curtis to send complete.

Seconded by Howard

Motion carried.

5. Plaques

Ruth presented her suggested description of what would be on the plaques that are awarded to the outgoing directors as follows:

EDGE&TA logo

(Name)

In recognition of loyal and devoted service as

Director of the Early Day Gas Engine & Tractor Assoc. Inc.

From (year) to (year)

Bill made a motion to accept as presented.

Jerry seconded

Motion carried.

6. Director at Large

Our new bylaws call for a Director at Large. It doesn't state how that position is filled. Cliff suggested that it be his position since there are 2 directors in the Southwest and his term does come up next year making that position available. Curtis said there are currently two in the South-central and they both come up next year. Cliff agreed and said we need to make a decision so that when people are thinking about running for a national office they will know if they are running for a particular area or for Director at Large. Curtis asked, if Cliff's position becomes the at large position will always be that position? Answer yes. At large position can come from any area so the person that takes Cliff's vacant position will be the director at large for 3 years. Curtis stated that puts the at large person on the rotation.

Motion was made that Cliff's seat will be considered the director at large seat and will go in rotation in three-year terms just as any other seat. Anyone in the U.S. from any region can run for that seat. It will have to be declared on the ballot which seats are vacant. Example: Next year when the ballot goes out there will be the SC, NC and director at large seats available. Two have to be filled from the respective areas and the at large seat can be filled from any of the 50 states. Curtis second the motion

Motion carried.

7. National and Regional Show coordinator

Gus has done this for many years. Cliff asked for a volunteer for that job. Curtis asked why can't Gus continue? Cliff said there isn't any reason, he didn't know if Gus would. Curtis pointed out that the Bylaws State that the board can pick committees to do other things. Gus has been doing it, if his health remains good o.k.. and if it's not, then change it. Cliff said he would contact Gus and ask him. If he doesn't want to do it Cliff will bring it back to the board. He will be reimbursed for any out of pocket expenses.

8. Non Voting Branches

There were several branches that did not vote. It was suggested that perhaps the directors and or advisors in their region contact those branches and see if they could determine if the reason could be timing, if they didn't understand what had to be done, and maybe we could learn something from this. Howard indicated that he knew of a couple of branches that voted but did not send their ballots in. Jerry asked if we had a figure of what is normal for submitted votes? Ruth said it is usually close to 50%.

Cliff asked if they thought that we should contact the branches this year that did not vote to try to get a feel for what the problems are. Curtis said he thought it would be good information to contact them, then a decision could be made as to what we might do. Cliff agreed and said with that information, maybe we could improve what we do. Curtis said there could be many reasons, i.e. Ruth has to send it out early and it may get put aside and forgotten, also some branches just don't care. Dick said he thought it would be good to contact them and at least it would tell them that we are interested in their vote and maybe next year they may make more of an effort to vote. Curtis agreed. Bill suggested that a week before the ballots are due that Ruth could send a list to each director telling them which branches in their region have not sent in their ballot and the director could contact their branches.

Decision was made that first Ruth would send the directors the list for this year and they can contact branches to see about this year and then next year contact the directors 1-week before the deadline.

Cliff asked if we want to collect back our information and see if we come up with anything? Curtis said he thinks it needs to be compiled because the reasons in Dick's area might not be the same as in his area etc. Ruth stated that the same question keeps coming up. Does it get sent to the right person??? Curtis agreed that is the key to the whole thing. Others agreed.

Cliff said if there is something we could do to improve this it would be fine. If it is timing, or sent to a different person. That's what we need to find out.

9. E&E and Gem articles

Currently Howard is writing for E&E and Cliff writing for GEM. Cliff asked if anyone wanted to pick these jobs up. Howard said somebody needed to pick up E&E because he said he was not going to do it anymore. Cliff asked for volunteers. Cliff asked Howard what his response from E&E has been. Howard said it was great. He has had a good working relationship. Cliff asked if anyone wanted to pick either one or both of these up.

Tim asked if maybe there was an advisor or a member somewhere that might be interested in picking this up and running with it? Howard said it would need to be someone familiar with steam for E&E. Cliff agreed and said that Gem is geared more towards tractors and engines. Curtis asked how about Ken Green since he is primarily a gas engine person. Cliff said he would approach Ken on this. Cliff asked again, how about E&E? Cliff asked Dick if he would like to take that. Dick said he would have to look at and that he wasn't sure that he could come up with an article every other month. Howard said he would furnish the template for it. Dick said o.k. He would give it a try. Howard said he tries to include EDGE&TA information with his article in the first part of it.

Decision made that Dick would write for E&E and Cliff would contact Ken Green about GEM.

10. Newsletter

Cliff asked if we wanted to continue it. Bill asked if the information in the two magazines isn't basically newsletter information. Cliff said a lot of it is but the newsletter as he understands it is basically for the directors to give a little blurb from their areas if there is anything going on, shows etc. The newsletter would draw from all six regions. Howard said it is a vehicle to get important messages out to the branches and he said he thought we ought to continue it even if it is only two pages.

Dick said he agreed. He said he got information from the newsletter that was sent to the president that was not brought to the meeting. Cliff said we should try to publicize it more than it is on the web site for all to read. Cliff said that he believed the format was for each director to send something in for the publication.

Ruth stated that it is difficult for her to keep coming up with new things, that the directors are the steam, engine and tractor people. They should be able to find things to share with the members. It does not have to be a large article. It can be something they have read and found interesting

enough to share.

Curtis asked what the harm would be to change it to once each quarter. He said that way it might have a little more recapped stuff in it. This is just a suggestion. Cliff suggested assigning different months to each director to send something in that maybe that would make it easier. Howard said he didn't think that would work that directors should send something when they have it. Bill said that he thought the 90-day deal sounded better than trying to have assigned directors. All agreed. Cliff said we would try going to the 90 day. He asked Ruth if she had one that she was currently working on. She said she did and she would put it out in the next couple of weeks. She said her concern was to keep the branches informed from the National letter. Ruth agreed to put the next one out by Oct 1 and then the next one after the first of the year. Ruth also suggested that anything that anyone wants to write or send, they can do this at any given time and that she would keep a pending file going all the time and take from that file as she publishes newsletters. She asked that when they find interesting things to please send them to her. All agreed.

11. INSURANCE

Cliff reported that Howard talked with Larry prior to the National and that Larry definitely was not going to continue on after April. Cliff said that at the National meeting he was approached by a gentleman and asked if Cliff would be willing to talk with someone with Arrow Insurance Company. They do a lot of high-risk exposure insurance. Cliff indicated that the man did call him and Cliff called him back. He said he would be interested in giving us some proposals. He said he would need some printed materials. He said he would like to see a breakdown of membership by state but he could live with it by regions in order to see where the exposure is. He would like a copy of our current policy and a copy of our loss runs for last year and a copy of our bylaws. Cliff said he asked who we were insured with currently. Cliff told him Scottsdale. The gentleman told him that Scottsdale is a well backed insurance company but Scottsdale is not backed by all states. Cliff said what he thought he understood was that each state does a guarantee on claims if the company goes under. Scottsdale does not have that type of coverage in a lot of states, one of them being California. He said they are a good company, they have plenty of money behind them but that they are not backed by all states. He said that would be a second choice as far as shopping insurance. Cliff told him currently what we paid and he said that was very doable as far as renewals. That was all he had said to him. He said that the man had called him and sent him an email. Cliff said he talked with him out of courtesy since he had phoned him and that is where it is. Cliff said we do need to think about next year. Cliff said he would like to see 3 board members to work on this. He suggested one from each region to get a feel from East Coast to West Coast. So one from the west, one from the central and one from the east. Cliff asked for comments.

Dick said he had a real interest in insurance. He said he doesn't know a whole lot about it but he is interested in trying to improve the coverage we have and that he would be willing to work with somebody, others who have been directors that have more experience. Dick said for one thing, he would like to see our insurance include people movers without having to pay what he thinks is an outrageous premium per day and also model scale railroads, that it would be good to include that if we can. He said maybe it is not possible, but it would be something to work into the negotiations when talking to the insurance people. Cliff said if they like his idea for having one from each region he asked if Dick would be willing to take the west. Dick said he would unless there was someone from California that wanted to. He said he knew there was a lot of interest

from CA. He said however it works out. Cliff asked Bill if he would work with Dick from the central. Bill agreed. Cliff asked Tim if he would work with them from the east. Tim agreed. Cliff said he would pass on the information that he has from Arrow Insurance Company, and also the information he has from Jim Jowers with Redsmen Insurance who is part of Insurisk to the three and let them take it from there. Cliff said that his gut feeling was that Insurisk would probably want to stay with what we have, so if we want to make changes like Dick is talking about it might take a little more effort to deal with them then someone new. Cliff asked if any of the three wanted to be the chair or just run it together? Cliff said no volunteer for a chair? Howard said he'd like to see Dick as the chair. Dick said he would take it.

Cliff reminded everyone to update their Policy and Procedure book.

Curtis asked if the org chart would be updated and Ruth said it would to reflect the 6 regions and new officers.

Bill stated he thought it was seemed funny to him since we were calling the SC branch the SE Regional, that is taking place in Arkansas. Cliff said that we had not gone to 6 Regional shows yet. Curtis said we had just gone to 6 Regional directors. Cliff said that is something that they said that once they got 6 regional directors in place they would discuss and decide what they wanted to do.

Curtis asked if we need to make a change on the Org chart where Insurance Advisor is listed. We would replace this with Insurance Committee. Curtis asked if we wanted the web master to still report to Ruth now that he is a director? Jerry said he could continue to report to Ruth as web master and to the vice president as director. Cliff said that it might not always be that the web master is a director. That he thought the position reporting should stay the same because positions could change on a yearly basis. Agreed and Cliff asked Ruth to send this out to the directors. She said she would. It was agreed that the position and the name of the person holding that position would be put on the org chart.

Ruth asked if she could bring up something regarding insurance from the secretary's point of view.

She said she receives the membership dues from the branches but now that Larry and her do not share a database for auditing she feels is though she is lacking in responsibility if she doesn't know if all of the members reported to her are infact covered. She said this was something that in the past was monitored and is not now and asked if she should be concerned about it. Dick said he thought we should have some way to check on that. He said we don't know for sure if the money is being sent or what and the bylaws say that every branch will participate in the insurance. Ruth agreed and said that was where she was coming from. Cliff said that once she receives additional membership from a branch the branch gives those members cards and they feel they are insured. Ruth agreed. Cliff said there is a possibility that a secretary could forget to send the information to the insurance company. Ruth said this could be. It has been an ongoing thing that has been checked. If there had been any discrepancies in the past they were looked into. Ruth said right now she doesn't have a clue how many have been reported to Maumelle, nor does Maumelle know how many have been reported to her. She feels this is important. Bill offered to contact Larry and see if he can get some information. Ruth said she would like to see it go back to the way it was where they shared the database. Dick asked if there was any reason why it couldn't. She said there was no reason on her part. Larry just stopped as of May 31st. Bill asked Dick if he wanted him to contact Larry and see if that was a possibility? Dick said that was

fine. Howard said he wasn't sure he would get a response. Bill said he could try. Cliff said we need to try. Howard said when he called him on Tuesday before he left to go to the National show Larry basically indicated that he was just barely operating. Howard asked him if he was interested in doing it again and Larry said "no, no, no." That he would accept the money until April 15th and on the 16th he was through. Ruth asked if it wasn't EDGE&TA's responsibility to make sure that all of the EDGE&TA members were insured? Howard said it is. He was trying to find that out and didn't get anywhere. It was agreed that Bill would try. Bill said that if Larry refused to talk about it that was all he could do. He would at least try. Cliff said he understood Ruth's concern and Howard said we should all be concerned. Definitely concerned.

Curtis asked while we were on insurance was there any reason why the Q&A page couldn't go back up on the web pages. Cliff said that everything came down because that was basically Larry's writing. Curtis said that Larry was not the insurance advisor anymore and the Q&A basically pertained to the existing policy as we have today. Curtis said he wasn't opposed to taking Larry Burchfields name out of it because he is not the email contact any more but the Q&A should be up there. They were basic questions with basic answers. He said interested people would at least have that to look at along with our safety guidelines and then if the wanted to go any further they could contact us. As for the forms, as Howard suggested they need to be printable forms up there. He could find the one for additionally insured with the cost of \$50.00, but not with the increased cost of \$100.00. Ruth said that Larry never sent that form. Ruth said that as far as the forms go they came from Larry and even though Jerry is the web master we didn't feel as though he should be making changes to them. Jerry said that actually changing dates on forms had to go through Larry. Ruth asked if we should go along with the assumption that the forms are as they have always been? Curtis said that we would assume according to what Howard said that they would be the same until April 16th. Howard said the form that said 50.00 fee needed to be changed to \$100.00. That was where he had a problem He could find the old one but not the new one.

Curtis asked, "What do we have left that most people are going to be using off of the web page?" Additionally insured. Jerry said that those things needed to be corrected. Curtis said that Jerry as the webmaster should be able to change them. Mr. Burchfield has resigned as advisor so he is out of the loop as long as the form stays in its original context. Ruth said, Event form, Additional Insured, Q&A, People Mover, and Vendor information should all be put back up. Curtis said that all forms should go back up because they are written according to the policy that is in place. Ruth asked if they were including the insurance brief. Curtis told Jerry to send that to the committee and let them look at it. Curtis said that he had heard some rumbling about the Q&A pages not being up there that there was no place to look up questions. He said that apparently Larry had not been responding to anyone that calls him. Ruth said that was another thing that in the past Larry copied her on his answers to branches and he had not been doing that. Curtis said what he thought was that we were going to have to can this year and struggle through for the remaining months and work the best we can. If Bill is fortunate he may be able to get some information and at least get numbers.

Curtis said he agreed with Howard, he didn't think we were going to get anything further from Burchfield, whether he will be in business another year he had no idea. Ruth agreed.

Fax machines:

Cliff has a spare one that was one of the original ones that had been sent in for repair and has not been used. Gus had hauled it to the National show. Gus also has the one that was assigned to him. Cliff said he understands that Dick already has one. Dick agreed. Cliff said that if any of the fax machines break down not to go buy another one because we have two spares. Curtis asked if Gus was interested in buying that one. Ruth had talked with Gus and he already went and bought one for himself. These two fax machines are the oldest ones and probably not worth a whole lot.

Cliff talked about the punch tool we purchased for membership cards. He explained to those that didn't know about it what this tool was used for. We used it in Oregon as well as the SW Regional show. Cliff said that he gave it to Howard to use at the Southeast Regional show.

Howard said that he had shipped it to Dorene for her to use at the branch 16 show with about 100 clips. Howard said he used up about 100 already. He asked for more. Ruth said she would send some to him. Ruth indicated that as a result of having it at the SW Regional show, 4 branches had contacted her asking where to purchase the tool. She said she would forward the web site info to the directors.

Cliff said it is small and can be shipped easily, we just need to keep track of where it is.

Cliff reminded all to update their P&P book and Ruth would be sending out the new org chart and new officer list. Cliff said that although Curtis sent his excuse to Dorene, it was hard at first to know who was coming and who wasn't coming. When people asked when so and so was getting there he did not have answers. He suggested that if they couldn't reach him (as president) to get to the vice president, Howard had sent out notice to all when he was leaving and where he was staying, or at least contact somebody in the host branch to get a message to us. This was Cliff's suggestion it makes it easier to answer and know what is going on.

Tim stated that if Gus stays on to coordinate branch shows we should pay his telephone expenses. Cliff said he thought that was covered in the bylaws under committees. He would definitely be reimbursed.

Cliff asked if there was anything else before they elected officers.

Cliff said the bylaws show for officers. President, Vice President Sec/Treas and Safety.

He asked for nominations or volunteers.

Bill nominated Curtis Cook for president

Cliff asked if there were any other nominations. There were none. Cliff asked Curtis if he accepted. Curtis replied yes. All were in favor. Motion was carried.

Bill nominated Dick Tombrink for vice president. Cliff asked Dick if he would accept. Dick said he would give it a try.

Cliff asked if there were any other nominations. There were not.

All were in favor. Motion carried.

Howard nominated Ruth as secretary Treasurer

Cliff asked if there were any others.

All were in favor. Motion carried.

Safety: Howard volunteered to continue with safety if all agreed.

Cliff asked if there were any other nominations. There were not.

All were in favor. Motion carried.

Howard said that along with safety he would continue to do Youth Driver. At this time he wanted to report that at this time he already has about 25.

Curtis asked Howard about the steam. Howard said that he would like one of the 3 steam directors to take it over. Tim said he would take the steam.

Dick asked just out of curiosity how many steam people sent in their information. Howard said he thinks he has 26.

He would update his file before sending on to Tim.

Cliff asked if there was anything else we needed to discuss?

Curtis said there was one thing that was missed and he didn't know if Cliff wanted to handle it before we closed. He said Howard had brought it up. It was regarding branches that don't vote a full ballot. Curtis said that needed to be addressed and taken care of. He said Tim wrote some articles on it. He asked if we were going to tell the branches that if their ballot was not complete we were going to throw them out? Cliff said the way he read Tim's email was that if it was not addressed then it was a problem. If it was addressed then it was set into motion it was done either by Roberts Rules or how the ballot was written. Tim said that Roberts Rules says it disqualifies a ballot that is blank or if you vote for more than you are supposed to that is disqualified... Tim asked how the ballot read.

Cliff answered the ballot said there were two directors positions open and to vote for two. It had 4 names listed and it had yes or no by each one. Tim said that since no rule had been made that he felt the right decision was made to accept them as they were. Tim said in the future they could consider For-Against-Abstained. Tim said if someone had voted for 3 instead of 2 that ballot would have to be disqualified. Howard said the instructions that go out with the ballot need to be clearer that they must vote for two if there are two vacancies. Tim said he disagreed that you are then telling them how they have to vote. Some might not feel that out of the names submitted they only feel that there isn't more than one that they feel they want to vote for. Curtis agreed with Tim. He said that everyone may not feel comfortable voting for them. Why are we telling them they must vote for 2? Tim said that by putting 3 places on the ballot FOR-AGAINST-ABSTAIN. Curtis said having more than one thing on the ballot complicated it. Bill asked if on the national or local government are you instructed to fill out the entire ballot? Answer was no. Curtis said that we should continue as we have. If they vote for more than what is required on the ballot we throw it out. There may be things on the ballots that branches do want to vote on, like this year with the bylaws, but all branches may not necessarily want to vote for a director. Cliff said that only two branches voted against the bylaws and they took enough time to explain why they were not voting for them. Curtis said to Ruth that we might want to go back to putting out a ballot for each item as we have in the past. She agreed. Ruth mentioned that there were only 3 branches that did not vote for everything on the ballot. When that happened she looked at her

Roberts Rules and saw that it did not address this so she passed them on. When the VP counted the votes he too noticed this.

Decision was made that if the branch voted for the required number or less it was accepted. If they voted for more than it would be disqualified. All agreed. Then if there were multiple issues to be voted on there would be separate ballots sent for each.

Cliff asked if there was anything else.

Bill said he would like to make a motion they adjourn.

Meeting adjourned at 7:45. Cliff thanked them for their time and to keep in touch and we would see where we go.

Respectfully submitted,
Ruth A. Warnock, Secretary

After the conference call the insurance committee got together and decided that Tim would be the chairperson instead of Dick.