

NATIONAL EDGE & TA



BOD Directors Meeting Saturday September 10, 2005

EDGE&TA President Larry Voris called the meeting to order

Directors present

Larry Voris, Dorene Yearian, Howard Hodson, Dick Tombrink, George Christmas, Wayne Timchuk, and Don Young

Others present, Darrell Carter, NC Advisor, Webmaster Josh Dilsaver, Secretary Ruth Warnock and past president, Curtis Cook.

Larry made a motion to appoint Curtis Cook to be advisor to the Director at Large. Dorene second, all approved, motion carried.

Old Business

We have a motion that is still on the slate that has not been voted on.

Taken from minutes of the board of director's conference call Nov 15, 2004. The motion was proposed by Dick Tombrink, and was asked by Howard Hodson to be pulled back until after the officers were voted in. This is about safety rules vs. guidelines. Dick said he would like it to be in the form of a motion, however it could wait. After the meeting Howard said he would like to reopen the issue of rules vs. guidelines, but not on the conference call.

Larry said we need to put this to bed and take discussion on it now.

Larry said rules are direct; some people feel guidelines are not direct.

Some of the directors had some concerns about what EDGE&TA was really liable for, so they talked with some lawyers asking how we (EDGE&TA) can keep ourselves out of trouble.

After going through all of the web pages, they (the lawyers) basically said where we have rules, it meant we had to enforce them, and as directors we were not able to do that.

Following a lot of discussion, the board decided the following.

They would be changed to "Mandatory Requirements"

Each of the directors was assigned a section of the Safety Rules. They will go through them and pull out the sections and work on them.

Everything up front is mandatory, everything else is guideline

These are the mandatory requirements that are necessary to put on a show and be covered by EDGE&TA insurance. The remainder is guidelines to go by.

It was also suggested that EDGE&TA come up with an "incident report"

The safety officer of the branch should have an incident report and be able to fill it out then when the person from our insurance office gets in touch with Scottsdale, and Scottsdale sends someone, somebody has some facts. It might be 2 or 3 weeks down the road before the insurance company sends an investigator. The report would have information like who was involved, who

was first on the scene etc. Its things that go along that make their job better. If you wait two or three weeks you don't have that information and it all changes.

Dick said the original motion was to change the wording from rules to guidelines.

He amended the motion to change rules to mandatory guidelines or mandatory requirements and at this point to go thru the section on the web page that deals with rules and change the word rules to mandatory guidelines or requirements rather than going through and modifying the whole section.

Howard said you still left a double gap there. You said mandatory requirements and mandatory guidelines in the same motion. You can't vote on that, you have to have one or the other.

Dick said he would go for mandatory guidelines.

Wayne seconds the motion.

Larry called for a vote

Hands up for mandatory guidelines. There were 3 in favor and 4 against

Dorene said she would like to make a motion that it be changed to mandatory requirements.

The motion was second.

Larry called for a vote for mandatory requirements. 7 in favor.

Motion carried.

Committees were assigned to various sections.

Steam: Dick, Tim, George and Darryll

Engines: Dorene, Howard

Tractors: Don and Wayne

Dorene said Tractor pull has to be something separate.

Howard said that if we get these three, steam, engines and tractors done the others will fall into place.

Larry will take the tractor pulls. He said right now it's under safety, but he'll take it for now with Don's help.

Larry stated that we'll put it all together and then we'll go back out again and let everyone read it all and see what we have missed.

Dick asked for the deadline?

It was decided that the preliminary be out by the 15th of Nov. and back by the 15th of Dec so changes can get made and completed for the 1st of the year. Ruth said renewal starts March 15th and the first regional show is in May.

Garden Tractor

Larry stated that whole program needs to be redone too. There are some holes in that need to get filled in.

Larry asked if Howard wanted to do that. Work with someone on that? Howard said he can.

Larry asked Wayne if he wanted to be involved in the garden tractor pulls.

Wayne said he would get some of the stuff together from his area and pass it on to Howard.

It was suggested by Curtis that we get proactive, and at each Regional/National show, go in and have a 30 minute safety class. It doesn't have to be at the beginning, but sometime during the

show it can be held. Not with all the members, just the president, safety person etc. Get proactive instead of re-active.

Ruth added that you should still push to have safety meetings before the show like they did at the branch 22 National. Curtis agreed there should be a mandatory safety meeting before the show starts and they could get a ribbon showing they had attended. You can split it up with engine groups, tractor groups etc and you don't get bogged down. Wayne said, if you don't have a ribbon, you don't drive a tractor. If you don't have a ribbon, you don't get around the steam stuff.

Howard made a motion we hold a pre-operation safety meeting before you let them go to the parade.

Larry said that's for Regional and National shows.

Howard said and then we suggest that they do that at their own branch.

Motion was second.

Larry called for a vote.

All was in favor, motion carried.

Webmaster:

Larry asked Josh for a report.

Josh stated when he took the website over, everything seemed to work for a while, and then for some reason that he was not aware of, some of the forms stopped working, and when he would try to go and fix them, because of the way they were put together, he had no idea what the code was doing, so it was just quicker to rewrite the forms, and it takes a while. He has two of them done. The branch information is almost done; it should be out pretty quickly. He made a printout of the 2 page form, but when you code it, it is 22 pages. So there is more to it than everybody else sees. Ruth looked at the form. She told Josh he couldn't make the club name a required field. Many branches do not have club names. They go by branch number. Ruth took the form to look it over and make any other changes necessary.

Josh said he has had a lot of emails requesting pictures and other information be put on the web site. The way Jerry was doing it was uploading the pictures and then making individual pages with thumbnails. He said that takes a long time. He said they used to do that in his branch 16 and then they started using Photo Gallery application and it works really well and he proposed that we do that for EDGE&TA.

Ruth said Josh needed to get the word out to the branches when and how this will be done.

Josh also said that when we were switching from the Christian Web Host to the Seek Dot Net Web Host, we are currently hosting, somehow club banners and logos got lost. We need to try to get those back and unfortunately he didn't have a backup at that time.

Ruth submitted a spread sheet indicating the branches that were missing banners, logos or other information. Ruth offered her help to Josh to go to the branches and ask them to resubmit. Josh said that would be nice. Ruth explained the brown colored pages were generic pages that Jerry had put up because branches had not submitted any information.

Larry said we need to be able to control our discussion page.

Josh said he has no password to get into it to be able to delete.

Larry asked if he wanted to start a new discussion board, Josh said we could do that. He said we don't have to keep the history on the old one. Just start a new one.

Ruth said "again, we have to get the message out to the branches that we will be making the

change”.

Guest book. Josh asked if we even need a guest book. It was agreed that we do. Larry asked Josh to start a new guest book that he would be able to go into and remove things that don't belong there.

Larry said Josh is now working on the Gallery, next will be the guest book then the discussion board.

Larry asked about updating the branches.

Josh said updating the branch information takes a lot of time. If we get the form up it will take care of a lot of that stuff and then the gallery to take care of the pictures that frees up a lot of time.

Ruth asked for clarification. When the form is filled out, a copy goes to her and a copy goes to Josh, and then what? Josh said the form is basically doing 2 things. Sending an email to Ruth, saying this branch has submitted their officers and then it is also taking each of the values used in that form and putting them in a field in the data base and then Josh can code in to the branch pages.

So updating the officers on the web pages will get done when the form is submitted by the branches.

Larry said we need an agreement with Josh to protect him and to protect us. That way he'll know what to expect from us and we will know what to expect from him.

Discussion.

Curtis said we need this to protect both in case God forbid a situation happens again like it did with Jerry, or whatever. EDGE&TA needs to be protected so we don't have to go through not having the paper work. Let's say a year down the road Josh gets a million dollar job in CA, he says, "I'm not going to be in ARK or MO anymore, I'm going. Somebody has to be able to pick up the pieces and go forward. No disrespect to Josh but he may move on, somebody else has got to be able to pick it up and go. If you don't have anything protecting him or you, you are in the same boat you are in right now. Curtis said he thinks we can draw up a very simple agreement between EDGE&TA and Josh so he knows where he stands and we know where we stand. Josh told Larry he has every password that he has. He has not changed any. Larry said when you get it all done; you may want to change that password for privacy. That needs to go in an envelope and go to the president and to the secretary. Josh asked if Larry wanted him to change it now as a safe guard. Ruth said he should. Howard said he has a program that has many different kinds of forms in it if he want it.

Dorene said information regarding giving notice should be in there.

Larry said we have something else to discuss regarding Josh.

Larry asked about compensation. We do compensate him for all of his expenses, is there any other type of compensation we can give him that would help him.

Larry said after he gets this stuff we have discussed up and rolling, he should be able to coast with some changes along the way. He has put a lot of work into this. Dick agreed, he has put a lot of work into it and so far it has been free.

Ruth said Jerry didn't do forms, he had his son-in-law do it and we paid anywhere from 100.00 to 250.00 for forms.

Dick said it is not fair that we expect him to do these things for nothing

Ruth said we are talking one thing or another. She didn't think we should divide it up.

We should come up with a figure that he is doing a job for us and compensate him for it.

Dorene asked if we should do it on a monthly or yearly basis.

Josh was asked how he felt about it.

Josh said it didn't matter to him, he felt as though he is also learning a lot from this and can put that he has done the National EDGE&TA web pages on his resume when the time comes, it is like a job experience.

Dorene said we would have had to pay somebody to redo forms, so we need to pay you. Curtis asked what we would have done if Josh had not volunteered. If we had to hire someone it would have been a lot more. Web masters are not cheap.

Curtis said Ruth gets paid annually; he ought to get paid annually. Ruth said this has to go under the title of compensation not salary.

Curtis said if you base it on the forms, he writes 4 forms, that would be \$800.00 through Jerry, so if you say every year we are going to give you \$1200.00 for maintaining the website then any other costs that he has no control over for web costs gets paid. Curtis said he thinks he deserve something, Yes, he is an EDGE&TA member, Yes, he is being a volunteer, yes he is doing all this. But he is also a young man going to school, trying to better his life, down the road, but you can't expect him to do everything for free

Dorene made a motion that we compensate Josh annually \$1200.00

Howard second the motion

Larry called for a vote.

All in favor. Motion carried.

This will be retro to back to Dec 2004. Curtis said you need to put into the agreement the time parameters for Josh to answer emails etc so it is cut and dried to him and to us.

Josh said, as Ruth can probably tell you on this I reply to emails, and I do this either as soon as I get it or update. As far as the time frame, I do it usually immediately, but I do put school work first, so there might be a time when I get an email and it might be a week before I reply to it. It depends on if I have a big or final project that has to be done.

Dorene said the 3 of you; (Josh, Larry and Ruth) need to come up with a time frame.

Larry asked about the scrolling box. Can we keep that going? Josh said he could.

Ruth said the scrolling box should be updated as quickly as possible.

Josh said he will put branch newsletter up on the website for branches if they digitally sent (mail in word, or some other program) in or he can't do them.

Key Chains and pens Promotional

Ruth showed the pens we used to get, which the company is not doing any more. She showed a sample of the new one. Bic Clic Stick. Also since we haven't ordered for a long time we have to pay for the set up charge also.

She also showed the key tags. The quote stated Key tags 500 @ .59 \$295.00

Set up each color (2) 40.00 = \$80.00 Total \$375.00 plus shipping

Bic Clic Stick 300 @ .56 each \$168.00 – 500 @ .56 each \$280.00

Plus shipping. They are a good company. George said the more you order the cheaper you should get them for.

Larry said we should take a vote.

Dorene said she would make a motion that Ruth look into it and then come back with a quote. Howard said we should order in the most economical category. Dick said we need to

say how many we as directors need. Ruth said she would. Dick said if he got 100 it would be more than he would need.

Dorene repeated the motion Ruth looks in to it and that we buy them at a more economical price.

George seconds the motion.

Larry called for a vote. All in favor. Motion carried

Larry asked if there was anything else.

Ruth said the president needs to go to the branch hosting the 2006 national as soon as possible and find out what they want on the national button so she could order them shortly.

Ruth said she orders them in December.

Insurance Advisor

Larry said we are having a problem with D&O. They say we can't proceed as we are doing it. They say it puts us at greater risk. He asked Dick to explain why he and Charlie had talked about this. Dick said the problem D&O insurance is to protect us from law suits or whatever. So when we have done as I've been doing, answering insurance questions that puts a greater exposure on us/me doing something wrong, telling someone that this is what the insurance company says will cover, and maybe I'm wrong for whatever reason and then it results in a law suit and we get drug into it. So the D&O insurance company came back and to Charlie last yearend said "we might not want to renew this because of this and fortunately it was within the 45 days that they should have given us notice of that and they didn't so they renewed it, but it may be a problem this year. Dick and Charlie talked to Chris Hoiness Chris is an insurance underwriter consultant in Billings. This insurance Company has been in business in Billings for many years. They are well-known there.

The proposal is for Chris to be as a consultant to Charlie to go back and research and make sure we are not giving wrong statements. The insurance in one state is maybe different from what Montana has and when someone from California asks a question we answer it with the laws that are in CA. With all that in mind, we talked about what that might cost. Basically Chris thought that he could do that for \$2500.00 a year. Now that number came up because for the last several months whenever I had an insurance question, I would pass it on to Charlie, answer it and pass my answer on to Charlie through email, so basically he knew what kind of questions I was asked and get a feel for the types of questions we are looking at.

I think we need to get into a situation where an individual goes to Charlie, he in turn will discuss them with Chris then the answer will come back. I told him I would remain in the loop to make sure that as directors we are still in agreement with what they are coming up with, in other words keep them on track because they don't know all the ins and outs about EDGE&TA either, then the answer would go back to the branch.

Larry said we have 6 months until we renew. Larry said he had talked to an insurance company, and will pursue it further. Dorene also talked with a few just generally. They said that is what your D&O is for, so you can answer questions.

Dick said he thinks the problem is that he has become so involved in answering insurance detail type questions and that is where the concern is. He said if he takes these questions to Charlie, Charlie is busy in his business and doesn't have time to answer them.

Curtis asked Dick what triggered this. Something apparently raised a red flag. Dick said

according to Charlie he got a comment back from the D&O insurance company saying that they were concerned about the amount of time I was spending answering these questions. Dick said he thinks the thing is that he (Chris) is an expert in that field and they recognize him is an expert in that field. I'm not an expert in the insurance field. Curtis said granted he may be an expert, but he can't be licensed in every state because they don't do that.

Howard said he talked with his insurance man and he said if you have to have a consultant, you don't need the D&O. If you have D&O, why do you need a consultant, or why don't you just cancel your D&O and just use a consultant?

Larry asked Dick to go back to Charlie on that.

Howard said maybe we ought to look for a new D&O company.

George said obviously if they are considering not renewing, so what's wrong with us finding another carrier? Larry said we need to get on this pretty quick because the way insurance operate it will take 3 or 4 months for them to get it done. Curtis said we have had the same D&O Insurance Company since 1997. We have never had a claim.

Dick said that Charlie did state that he is concerned about this issue; he's concerned about even him giving insurance answers to questions. Howard said he should be able to answer them.

Dick said he is the agent. He knows the law in Montana. He doesn't know the law in every state. That's his concern. Howard said Scottsdale knows the law in every state and he should be able to go to them and ask questions with no charge to us.

Dick said well he doesn't know that it works that way. Anyway, he states that he has some reservations about him continuing being our agent unless we have somebody like this on the team. George said so basically the question is, regardless of what is going on they are concerned that one person is filtering all these insurance questions and is not an insurance agent.

Larry asked if there was anything else.

He said the tractor pull stuff that they were going to vote on can wait until all of this stuff is done.

Larry welcomed two new board members, Dick and Don.

Now we are ready for election.

President. Larry said he would continue on if everyone wants him to, if not, he'll step down and let somebody else do it.

Ruth asked if anyone else wanted to run for president. Larry went around the table.

There was no one. So Larry remains as president

Vice President. Dorene said she would run, Howard said he would run. Called for a ballot.

Ruth passed them out.

Larry said while we are doing that, we need to rehire the secretary/treasurer.

Howard made the motion we rehire the same secretary/treasurer we have.

Dorene second. All in favor. Ruth remains as secretary/treasurer

Votes counted for VP. Dorene will serve as VP for another year.

Wayne called to destroy the ballots.

Committees.

Dorene said she didn't want safety

Insurance:

Larry asked Dick if he would still stay on insurance. Dick said he would

Steam was Tim, Chairman, Dick, Darrell and George

Dick said we ought to ask Tim if he wanted to continue as chairman.

George said he would take it if Tim wouldn't.

George said he would contact Tim.

Hall of Fame will be Howard

Dorene went back to steam and suggested putting Curtis on also.

Safety Committee

Don Chairman

Dorene

Howard

Wayne

Magazine articles

E&E Larry

Show coordinator Gus Peterson has been reappointed to that job.

Meeting adjourned.

Respectfully submitted

Ruth A. Warnock, Secretary