

**Minutes of the National Board of Directors Annual Meeting
Mustang Club of America
Dallas, TX
April 10, 2010**

The President called the meeting to order at 9:07. Roll was taken and a quorum was met with the following MCA Officers and Board members in attendance:

B. Bragg	B. Johnson
R. Bramlett	J. Keenan
R. Brown	B. Lawless
C. Chesley	R. Lawless
A. Craig	K. Lawrence
R. Cunningham	J. Mays
J. Dettori	S. McCarley
J. Farmer	S. Prewitt
B. Frender	P. Sigwardt
C. Hall	L. Slawson
C. Hampton	R. Umberger
E. Hockaday	G. Valeri
R. Jacobson	

The following Board Members were not in attendance: B. Birch, B. Hensen, T. Hernquist, D. Miles, R. Orr.

The following Regional Directors were in attendance: B. Cunningham (Magic City Mustang Club), R. Coleman (N. Texas Mustang Club), T. Quick (Wild Horse Mustang Club), Chris Neri (Mid South Mustang Club), and E. Tucker (Oklahoma Mustang Club).

The Minutes from the January meeting were approved as submitted.

Bill Wages of AER Manufacturing welcomed the Board of Directors.

Executive Committee Report:

The Chair; Mr. McCarley, reported that there was one [sic – two] Executive Committee teleconferences since the last meeting. At the Pensacola National Show, the opportunity was taken to review the Home Office equipment and storage facilities. Close to \$2900 of old merchandise, taken from storage, was sold at the show, allowing consolidation of two storage units into one.

Mr. McCarley then relayed information that MCA and Ford have agreed to allow all active MCA members to participate in Ford's X-Plan, whereby new Ford products can be purchased at a set price below dealer invoice. In addition, all of Ford Performance and Racing club registries are now available to MCA. In exchange, MCA has provided Ford selected portions of the MCA active member database so Ford can verify membership for

X-Plan discounts. If an MCA member opts out of receiving Ford e-mails and correspondence, then that member is not eligible for the X-Plan discount.

Finance Committee Report:

R. Bramlett presented the current assets of MCA as of the end of March: \$342,296.56, which includes the \$50k 2009 and \$60k 2010 Ford sponsorship funds. Shelby America will be a new sponsor for \$10k. The Pate Marketing Group contract was due to be signed before the start of 2010, and PMG has been working on a month-to-month basis. R. Bramlett made a motion to approve the PMG contract extension on behalf of the Finance Committee (\$225k). The motion passed.

Membership Report: B. Birch was unavailable to provide the current membership. R. Jacobson reported that via the MCA website at the end of March, there were 11,809 active members.

The Meeting was recessed for 50 minutes for a lunch break at 1135 AM

The Meeting was called back to order at 1225 PM.

Competing MCA Contracts (Unfinished Business): R. Jacobson presented the following motion to be incorporated as a Standing Rule:

Any contract for new services in excess of \$10k/year shall be competitively awarded.

Existing MCA contracts, their value, and current renewal or expiration dates shall be identified during the first Board meeting of the year. Motions to openly re-compete any contract in excess of \$10k/year can only be entertained at least 6 months in advance of the contract expiration date to allow sufficient time for preparation of a request for proposals and evaluation of proposals.

New contract awards as a consequence of deliberate early termination of existing contracts for whatever reason shall be exempt from open competition, but must be openly competed within 18 months of initial award.

K. Lawrence seconded the motion, and the motion passed.

35th Anniversary Show (Unfinished Business): No Regional Club was willing to host the MCA 35th Anniversary. Instead, the Special Events Committee will work on a program to have a mini-celebration at each National and Grand National Show in 2011. MCA has no new information on the 50th Mustang Anniversary.

Committee Reports

Club Charter Committee Report: J. Mays, on behalf of the Committee made the following three motions:

*To charter the Queen City Mustang club
To charter the Mustang Club of Buffalo
To charter the Vegas Valley Mustangs*

All three motions passed.

Club Support Committee Report: B. Lawless made the following motion on behalf of the Committee to be incorporated into the Standing Rules:

Move that the MCA Office Manager and the Club Charter Committee establish the following guidelines for the issuance of MCA club charters:

- *Application is made for MCA charter with the Club Charter Committee*
- *Club Charter committee presents charter to the MCA Board of Directors for approval or disapproval*
- *Upon approval, the MCA Office Manager issues club charter*
- *The MCA Office Manager mails: (1) copy to newly chartered club, (1) copy to Club Charter Chairperson, and makes (1) copy to maintain on file at the MCA home office*

The motion was accepted and will be incorporated into the Standing Rules.

New Business

National Shows: S. Prewitt made a motion to approve the Mustang and Shelby Club of Long Island application for 2012 MCA National Show on June 17-19. The motion was approved. S. Prewitt, on behalf of the committee, made a motion to award the National Capital Region Club a Grand National Show for Sept. 2-4, 2011 at Waldorf, MD. The motion passed.

A discussion was led on having the Grand National at the same location and time of year for five consecutive years.

Trade-outs: A. Craig discussed the rationale for trade-outs of advertising that MCA has with AutoTrader Classics, Mustang and Ford, Mustang Enthusiasts, Muscle Car Enthusiasts, and NMRA's Race Pages. MCA also spends advertising in Shelby Annual and Mustang Milestones publications.

Hall of Fame: C. Hampton reviewed the Hall of Fame status. He made a motion on behalf of the Committee for Lark Bragg and Kevin Marti to be on the 2010 Hall of Fame Ballot. The motion passed.

Revision of Standing Rule #7: J. Keenan on behalf of the By-Laws Committee proposed that Standing Rule #7 be revised from:

All contracts exceeding \$10,000 to first be reviewed by legal counsel prior to being awarded.

to:

All contracts that exceed \$10,000 must be presented to the Finance Committee and Legal Counsel for their review and recommendations before they can be presented to the Board of directors in the form of a motion for voting and awarding.

The motion passed.

Regional Director's Summit: S. Prewitt made the motion that MCA organize and execute a Regional Director's Summit in conjunction with the October BOD meeting. G. Valeri seconded the motion, and the motion passed.

Internet Status: J. Dettori and J. Farmer reviewed the Internet Committee progress and presented a proposal to develop a new website for \$8,750 in two phases, with the first phase of \$3500 being refundable if the effort is not acceptable to MCA. A. Craig made a motion to approve the recommendation from the Internet Committee as presented pending legal review and approval. E. Hockaday seconded the proposal. R. Jacobson made a motion to delay the acceptance of the proposal for another 90 days. J. Keenan seconded this proposal, but this proposal failed. The original proposal passed.

New Business Brought Up At the Meeting

Release of MCA Member Data to Ford. G. Valeri questioned the release of selected membership data to Ford prior to the discussion of Privacy Policy that was to be discussed at this meeting by the Internet Committee. Mr. McCarley stated that he released the data under his cognizance as MCA President, and made the motion that MCA release selected aspects of active membership information to Ford Motor Company to improve and grow MCA's relationship with Ford. R. Cunningham seconded the motion, which passed.

Privacy Policy: J. Farmer gave an overview of the draft Privacy Policy for MCA.

At 4:59PM, the motion to adjourn the meeting was made, seconded, and approved.

The next meeting will be held July 10 at Randall Reed's Prestige Ford, 3601 S. Shiloh Rd., Garland, TX 75041

Submitted by:

Randy Jacobson
Secretary

Approved by:

Steven McCarley
MCA President