

**Minutes of the National Board of Directors Regular Meeting
Mustang Club of America
Dallas, Texas
September 12, 2009**

The President called the meeting to order at 9:13. Roll was taken and a quorum was met with the following MCA Officers and Board members in attendance:

B. Birch	R. Jacobson
B. Bragg	B. Johnson
L. Bragg	B. Lawless
R. Bramlett	R. Lawless
P. Brown	K. Lawrence
R. Brown	J. Mays
E. Cofer	S. McCarley
R. Coleman	R. Orr
A. Craig	S. Prewitt
C. Hampton	L. Slawson.
E. Hockaday	

The following Board Members were not in attendance: J. Chism, B. Dillard, B. Hensen, D. Miles, M. Moyes, R. Umberger.

The following Regional Directors were in attendance: Berney Cunningham (Magic City Mustangs), Craig Chesley (Mustangs of East Texas), and Tom Bader (San Antonio Mustang Club).

The approval of the minutes were deferred until after lunch.
The Chair started the meeting with a welcome statement

Executive Committee Report:

The Chair; Mr. McCarley, noted that there are two existing vacancies on the Board, as the Board received resignations from D. Curee and C. Brenner. Mr. Bragg of the Nominations Committee nominated two persons to fill the remaining BOD positions: The motion was made for Thomas Hernquist to fill Dave Curee's position and passed. S. Prewitt made a motion that Randy Cunningham assume the position that Benita Lawless is currently filling and that Benita Lawless fill the remainder of C. Brenner's position through 2010. Motion was seconded and passed.

The Chair stated that one Board Member under investigation for removal due to lack of attendance at Board Meetings was re-reviewed by the Executive Committee, including that Board Member's response. The Executive Committee unanimously recommended to the Board that this member not be removed at this time. S. Prewitt made a motion that this Board Member continue to serve on the Board of Directors. The motion was seconded and approved. The other member under review had previously resigned.

Mr. McCarley reported the following items: that a teleconference was held between the Executive Committee to discuss resignations; confirmed that MCA's pro bono lawyer, will continue to advise MCA on legal matters; MCA received sponsorship funds from Heacock Classic and will be meeting with Ford for sponsorship support in a couple weeks.

35th Anniversary Show:

Discussion was held and will continue at the November meeting for a possible MCA 35th Anniversary Show at a location to be determined for 2011.

Finance Committee Report:

The Committee has met several times since the July board meeting to discuss MCA operating at a net loss. R. Jacobson made the motion to increase domestic and foreign dues by \$10 per year effective January, 2010. Motion was seconded and discussion was held. The motion carried and an article will appear in Mustang Times to further explain and inform the membership.

The Music City Mustang Club sent a check for \$1000 to MCA for appreciation of supporting the two driving events and insurance coverage.

Unfinished Business

National Show Guidelines

The National Show Committee presented its Motion for changes for BOD approval to the National Show Guidelines. After discussion, J. Mays requested to table the vote for the November meeting and it was so ordered.

New Business

A presentation was made by T. Bader and T. Hartford regarding Mustang Fest. A presentation was made by J. Farmer on the Tupelo Cruise.

The meeting was placed in Recess at 12:15 PM for lunch

The Chair called the Meeting back to Order at 1:15

July Minutes Approval

L. Slawson made a motion for the minutes from the July meeting to be approved. The motion carried.

Committee Reports

Membership Report

B. Birch stated that the Pate Marketing group contract was submitted to legal and approved with agreed corrections. It was given the go ahead for signature from

legal after said changes were made. The Publishers Data Group needed changes made before submission/approval. These changes were in process at the time.

As of July, MCA's membership was 11,276.

As of August, the membership was 11,232.

Event Development

L. Slawson stated that there are two applications in process for National Shows in 2011; Jacksonville, FL. in May, and Des Moines, IA. in June.

For 2010 the National Shows are: Pensacola, Florida, March 26-28; Mustang, Oklahoma, June 4-6; Bellevue, Washington (Grand National); July 15-18; Virginia Beach, Virginia, Aug 13-15; Asheville, North Carolina, Sep 3-5.

Internet Committee

R. Jacobson made the following motion: that all reasonable assistance shall be provided to the Judging Certificate Manager to form an external Judging membership database that is derived from MCA's present membership database. If costs are to be incurred by MCA in doing so, an estimate of the cost shall first be approved by the Executive Committee prior to incurring such costs, and reported to the Board of Directors at the next scheduled meeting. The motion was passed. This process may allow MCA to e-blast MCA members for items beyond judging.

Regional Club Support Committee

P. Brown made the motion to remove the charter of the Crazy Horse Mustang Club due to the club being disbanded. Motion was approved.

Regional Club Charter Committee

J. Mays made a motion that the Hernando County Mustang Association of Brooksville, FL be renamed to Nature Coast Mustangs. Motion passed.

J. Mays made a motion that MCA grant a charter to the Mid South Mustang Club in the Memphis metropolitan area. Motion passed.

Events Committee

R. Jacobson made a motion to hold four meetings in Dallas plus the Annual Meeting at a location to be determined. The motion was seconded, discussion was held, motion did not pass.

S. Prewitt made the motion to have three meetings in Dallas plus the Annual Meeting at a location to be determined. The motion was seconded and after discussion, motion passed.

At 4pm, the motion to adjourn the meeting was made, seconded, and approved.

The next meeting will be held November 14, 2009 at Sam Pack's Private Auto Museum, Grand Prairie, Texas.

These minutes were written and prepared by the MCA Parliamentarian from notes taken by the MCA Secretary.

Submitted by:

Approved by:

Randy Jacobson
Secretary

Steven McCarley
MCA President

MUSTANG CLUB OF AMERICA BOARD MEETING
Grand Prarie Ford, I-30 and Beltline Rd., Grand Prarie, TX 75050.
NATIONAL BOARD OF DIRECTORS

Sept. 12, 2009
9:00 am - 5:00 pm

09:00 Board Meeting Begins

Roll Call of National Directors and Regional Directors, guest Welcome	5 Randy Jacobson 5 Steven McCarley
09:10 Board Action	
Acceptance of Past Meeting Minutes	5 Randy Jacobson
Appointment of new members to National BOD	
Backfill 2 BOD positions, resignation of C. Brenner, D. Curree, C. Brenner, D. Curree	10 Steven McCarley
Bylaws, Rules, and Standing Rules	
Review and Acceptance of Standing Rules	5 Steven McCarley
BOD member under Consideration for Removal	10 Steven McCarley
Executive Committee Report and board update	30 Steven McCarley
35 th MCA Anniversary	15 R. Bramlett
10:25 15 Minute Break	
10:40 Board Action Continued	
Finance Committee Report	20 Ron Bramlett
Dues Increase	20 R. Bramlett
CFO Position Discussion	10 R. Bramlett
Membership Report	5 B. Birch
11:35 Old Business	
National Show Guideline Changes	20 Steve Prewitt
11:55 Presentation on Mustang Cruise to the Coast	
	10
12:05 *Lunch and Committee Meetings* (60 minutes)	
1:05 Old Business Continued	
Club Boundaries	30 R. Bramlett/S. McCarley
1:35 Written Committee Reports Review	
Events Development	5 L. Slawson
History	5 R. Jacobson
Internet	10 R. Jacobson
Motion	
Judging	10 R. Brown
Motion	
Marketing	5 A. Craig
Publishing	5 A. Craig
Regional Club Support	10 P. Brown
Motion	
Regional Club Charter	20 J. Mays
2:45 New Business	
3:00 Break (15 minutes)	
3:15 New Business (continued)	
4:00 Motions brought up during Meeting	

Committee Reports not submitted in writing by Aug. 27

Accessories	S. Prewitt
Administrative	R. Bramlett
Bylaws/Parliamentarian	L. Bragg
Driving Events	B. Dillard
External Liaison	S. McCarley
Financial	R. Bramlett
Hall of Fame	E. Cofer
Insurance	L. Bragg

National Shows
Nominations
Special Events
Youth Membership
5:00 Adjournment

S. Prewitt
B. Bragg
R. Brown
M. Moye

Standing Rules

- 1 All MCA rule requests must first be reviewed by or referred to the Bylaws Committee, before they can be voted on as to have them reviewed from a legal and Parliamentary standpoint.
- 2 Regional Directors and Guests shall sign in at National meetings.
- 3 Four months prior notice is required for changing a Board of Director's meeting, except in cases of extreme circumstances due to weather or a catastrophic event.
- 4 All committees shall submit written reports prior to the meeting when possible.
- 5 The Financial report as reported by the Treasurer at an MCA Board Meeting shall be displayed on the website as soon as possible, once the minutes are officially approved.
- 6 The Secretary's draft of the previous meeting shall be e-mailed to the National BOD as soon as possible for corrections, and when officially approved, a summary of the minutes will be displayed online as soon as possible with notification of such in *Mustang Times*.
- 7 All contracts exceeding \$10,000 to first be reviewed by legal counsel prior to being awarded.
- 8 When an MCA member sends a mass e-mail to the Board of Directors, the President or Vice President will notify the Board as to who shall be the responder to ensure the individual receives a timely response from the correct BOD member or committee head.
- 9 All committees and custody holders of MCA must submit committee notes and completed projects and copies of software to the MCA Office for filing in December, so future members will have some background and history to use as a guide. (every three to five years files will be purged to Historian for record keeping)

Administrative Committee Report

As of 9-5-09, I have not been officially informed that there have been any contracts put forth for the club attorney to look over and approve. I have been told that the contract from PDMG has been sent to the club attorney, but I have had no direct conversation with anyone associated with the contract or the club attorney, Pete Roberts. Kristie has been working as Office Manager on the same terms and conditions as her 2008 contract, which I believe has a renewal clause in it. She recently sent me a copy of her 2008 contract and a 2010 contract she has drawn up but I have not had the time to go over them. This will be a subject for the November 2009 meeting as 2009 is drawing to a close.

Submitted by Ron Bramlett, MCA National Treasurer, Administrative Committee Chairman

Events Development Committee Report
Laurie Slawson

Am working with Oklahoma and Asheville clubs on Pony Trails to their respective National shows next year. Also am working with potential host clubs in New York, Florida, Colorado, and Kansas for National shows.

Financial Committee Report

The MCA Financial Committee has met 3 times by teleconference and has had 3 additional meetings of 3 or more members at various other times since the July BOD meeting. So, this has been a very active committee. The concern of this committee is this. The MCA has been in a poor financial state for some time. In 2004, the 40th Anniversary show brought in approximately \$350,000.00 to the MCA. That money is gone. Ford and the other sponsors have donated approximately \$250,000.00 since then. That money is gone. The 45th generated a little over \$60,000.00. We still have that money, along with approximately \$170,000.00 in reserve. The revenues from the club dues is approximately \$450,000.00 per year, which is not enough to run the club. So, action has to be taken to get the MCA back on stable financial footing.

At this time, the Financial Committee recommends that the MCA takes two approaches to getting the MCA back on stable financial ground. First is a dues increase to \$50.00 a year from the \$40.00 a year that it is now to take effect January 1st, 2010. \$50.00 a year is a very appropriate amount for dues for a national organization, especially for an organization that puts out such a high quality club magazine/newsletter as Mustang Times. This will also mean that the dues collected will cover the cost of running the club for the first time in many years.

The second recommendation is that the MCA look at reducing cost through better control of it's monies that are spent. This includes making sure that every dollar spent goes through the approval process to make sure the MCA is getting the maximum benefit for the dollars spent. We are also recommending a 10% reduction to spending where possible. On insurance, this may not be possible without effecting our ability to help the MCA Regional Clubs with their insurance needs. As Lark will tell you, we have a very good relationship with Heacock and I know that Lark beats them up pretty good each year on MCA's behalf. But, in most other areas, we should be able to accomplish this goal.

If we do these two things, in a year's time the MCA should be making approximately \$5.00 per membership, not including any additional sponsorship dollars that we can bring in, which will allow the MCA to stop the bleeding and to have approximately \$50,000.00 in 2011 to put towards projects, shows and charities of the MCA's choice. I must also remind you that the MCA 35th is coming up in 2011 and we need to prepare for it. In our opinion, if the MCA does not take these steps, the future of the MCA could be in Jeopardy as the MCA can not continue to lose money each month as it has for years.

Lastly, the Heacock sponsorship money, \$11,056.00 which is one dollar for each MCA club member as of February 1, 2009 as provided to us from PDMG, has been received and is in the bank. The Ford sponsorship money, \$60,000.00, which we were told in July was 30 days away from being funded, has still not come through. And, on 9-2-09, our MCA President, Steven McCarley, was told that funding was still at least 30 days away. More on that and the current P&L and Balance Sheet at the meeting.

Submitted by Ron Bramlett, MCA National Treasurer, Financial Committee

MCA History Report: September, 2009
R. Jacobson

For the time period from June 28, 2008 to Aug. 28, 2009

- Compiled March 2009 minutes and posted on the MCA website
- July and August 2009 issues of MT scanned; July and August 2008 issues uploaded to web.
- Answered six general questions via e-mail
- Fixed one bad link on the Mustang Times archives, as indicated by a MCA member
- Forwarded one question about a possible article to the Editor
- Received an inquiry about donating a mid-60's research article to MCA

Internet Committee Report, September 2009

Randy Jacobson

Covering the period from June 28, 2008 to August 28, 2009

Current Web Site Report

- Renewed the MCA domain (www.mustangtimes.org) for two years and successfully transferred ownership to ICGLink.

Added and or amended to the web site:

- Updated the Board of Directors and National Officers web pages to reflect the changes to personnel at the July meeting and resignations to date
- Uploaded March 2009 minutes
- Uploaded the 2010 National Show Events
- Arranged to have the 2008 Show Guidelines (vice 2005) online

Other activities:

- Edited a Regional Club Event upon request
- Arranged for Dave Wallace, Judging Certificate manager, to have write privileges for the Judging Section

The Internet Committee has been working with Dave Wallace to allow a Judging Database to be formed to permit rapid access to e-mail, phone, and address information for all judges. To do so does mean the MCA will be releasing membership privacy data to a third party, and that needs to be acknowledged by all. Therefore the following motion is made:

The Internet Committee moves that all reasonable assistance shall be provided to the Judging Certificate Manager to form an external Judging membership database that is derived from MCA's present membership database. If costs are to be incurred by MCA in doing so, an estimate of the cost shall first be approved by the Executive Committee prior to incurring such costs, and reported to the Board of Directors at the next scheduled meeting.

Judging Committee Report for September 12, 2009

Annual judges meeting scheduled for October 10-11, 2009 at Bob Perkins restoration business. If you have any rule change recommendations send to the appropriate Assistant National Head Judge.

This meeting will place a great deal on training of judges and working out requirements for Gold and Certified judges maintaining their certification rather than the traditional rules discussion. The national head judges will query the judges in their areas of responsibility then formulate changes to be recommended to the board.

The judging committee would like to make a motion that:

The MCA website link to 2 forums dedicated to mustangs “ConcoursMustangforums” <http://www.concoursmustang.com> and “Stangfixforum” <http://www.stangfix.com>.

These forums have been set up and maintained by current MCA members. We think this could be a way for MCA to offer good forums without so much of the expense and we could then upgrade our existing website.

Marketing Committee

The MCA ads have appeared in Mustang & Ford as well as the NMRA publication Race Pages and in the new National Parts Depot catalog. The 1/2 Pg ad in Mustang & Ford as well as the Pg4c ad in Race Pages are trade outs. The 1/3 Page ad in the NPD catalog is courtesy of Rick Schmidt and the good people at his company.

We have not purchased any advertising since the last meeting.

Publishing Committee

We are on a cost reduction without a quality reduction for Mustang Times campaign. So far this year we have been able to save over \$8,000 dollars in printing costs with new printing techniques and a special deal on the paper stock.

Regional Club Support Committee Report

The Club Support Committee continues to work on updating clubs for the web site and assisting clubs that are trying to maintaining their charters within MCA's guidelines.

Motion: Recieved request from regional charter club for removal of charter due to club being disbanded.

Patricia Brown
Club Support Committee Chair

Regional Club Charter Committee Report

We will be presenting a name change as well as a recommendation for a New Charter to be issued in the Memphis Region to Mid South Mustangs.