



BOARD MEETING – MINUTES

Prepared by: Sandi White – VOA National Secretary

DATE/TIME:	August 22, 2016 @ 8:00pm EST
INVITEES:	National Officers, Regional Presidents, Core Directors, & Invited Guests
PRESENT:	Alex Ristanovic, Beth Sewell, Sandi White, Brad Homen, Randall Arnold, Adrian Byrd, Kala Rexroad, Chuck Tator, Maurice Liang, Cheryl Dlouhy, Rob Buckman, Brent Elmore, Bruce Heckman, Terry Bosserman, Frank Palazzo, Martin Distelbrink, Ed Massena, Robert Snyder, Bryan Savage, Jeff Barnes, Alexander MacEvicius, Jim Johnson, Ed Bowser, Michael Shepherd, Wayne Rauh, Scott Manwell, John Weber, Debbie Ruckert, Thomas Levesque, Glenn Izard, John Malatesta
ABSENT:	Thomas Funk, Charles Lanzarone, Joel Hausler, Scott Tolleson, David Ivler, Marko Radosavjevic, Sanjar Chakamian, Steve Cuffaro, John Vittone, Tateshi Kiriyaama, James Tait, Adrian Swift, Andras Kovacs

CALL TO ORDER: This meeting was scheduled several weeks in advance. Several reminders were sent out. Alex Ristanovic called the meeting to order at 8:05 pm EST.

PURPOSE/REVIEW OF AGENDA:

- Welcome (No need to check-in/roll call - the system automatically identifies you)
- Review and Motion to Approve Prior Meeting Minutes (attached)
- Financial Update
 - 2015 P&L & Tax Returns (attached)
 - 2016 Performance to Date
 - 2017 Budget Build
- Club Enhancements/Updates
 - V.P. Role Filled Since Last Meeting - Beth Sewell
 - New Quarterly Newsletter
 - New Web Forum Mobile Application
 - Building Document Repository
 - Historical Docs/Contracts
 - How/To & Checklists
 - Policy Documents
 - Club Records
 - New Member Dues & Regional Disbursement Document
 - New Code of Conduct Document
 - Pending - NVE Planning Document and Checklist Template
 - New Social Media Director - Kala Rexroad
 - Pending Events Director Position - Debbie Ruckert



- Seeking Regional Development Director
 - Viper Quarterly Magazine Awards
- Other Business
 - 25th Anniversary / End of Viper
 - Reminders - Regional Corporate Certificates & Bylaws
 - Car Raffle Discussion - Details discussed in club forums if interested
 - 2017 Bucket List Event Ideas
 - Dodge 25th Anniversary/Last Viper Celebration (TBD)
 - Lobster Roll (June)
 - Tail of the Dragon (Last weekend in May? Memorial weekend)
 - Italy & Automobiles Tour (July)
 - Vipers Invade the Midwest Nationals (August)
 - Texas Viper Roundup (Fall)
 - Bylaw Changes
 - Presidents Meetings
 - Other
- NVE2
 - General Thoughts - Highs/Lows
 - Survey Results
 - Financial Performance
- NVE3
 - Teaser Website Live (www.driveviper.com/nve3)
 - Planning Status
 - NVE3 Core Planning Team Volunteers
 - NVE3 Event Help Volunteers
 - Final Date Selection - Hotel/Track Selection & Commitment
- Next Presidents Meeting - Before end of Year (Conf Call)
- Physical Presidents Meeting - NVE3 Site Visit/Meeting/Activities (April/May 2017)
- Open Forum - Q/A
- Motion To Adjourn

BUSINESS DETAIL:

Alex Ristanovic asked if there were any questions regarding the March 23rd Minutes. There were none. Since there were none, Jim Johnson put forward a motion to accept the Minutes as written. Scott Manwell seconded the motion. The Minutes were approved.

Alex then welcomed Beth Sewell as the club's new Vice President. Alex stated that every term of officer team has a talent and leaves a legacy, he stated that it's clear the newest group is a group of individuals who almost have the club as a first priority and that a lot of work gets done and quickly. One of their additional focuses will be to organize the club and set in place the processes to help those future generations with running the club.

TOPIC: Financial Update

Brad Homen then gave a short summary relative to the financial status of the club. He indicated that at the end of 2015 the club had a positive cash position of about \$23,000. He felt the Club



was “lean and mean” financially. He indicated that NVE2 had been a great event and had provided the Club with a great cushion financially going forward. Brad further indicated that he felt the Club has a good breakeven point in 2016 even without NVE2.

Brad stated that Form 990 had been filed for 2015. And that the Club had passed the 2014 IRS Form 990 audit. He also indicated that it was too early to start working on the Club budget for 2017. By the next board meeting a budget will begin to be built.

TOPIC: Organizing the Past

Alex indicated that he was putting historical documents and club history into documents that would be stored on a repository and would be shared with the national officer group. He was including “How To” documents, checklists, policy documents, processes, templates, contracts, artwork, and other information that he thought would be of value in the future. He further indicated that the club had created a set of new documents it’s added, including a dues structure document, regional disbursements, code of conduct, and other information. NVE project planning documents and checklists will be created as well. The club’s new Code of Conduct was posted on the VOA website and made available alongside VOA bylaws.

TOPIC: Social Media Director

Alex announced that pursuant to Bob Bierman stepping down, Kala Rexroad had been appointed Social Media Director. She is responsible for the Club iPhone and Android Facebook and Twitter sites. She has also been working with national on putting in place mobile apps for our forums.

TOPIC: New “Event Director” Position

Alex said that he wanted to add a new Director position; Event Director. This person would help regions with “how to” things, help coordinate Bucket List events, and help with NVE’s. Debbie Ruckert has offered to take the position going forward. Alex asked for the names of any other interested members to be forwarded to him. He would move forward with the appointment but indicated that more than one Event Director could be used.

TOPIC: Regional Development Director

It was pointed out that Brian Kennedy, before becoming president, had taken on this position. This person would help regions with day to day operations (recruiting, forms, by laws, development) and help teach Problem Solving as well. Alex pointed out that this is a useful position and would like to fill this role. He explained the general qualifications and solicited the Presidents to help find a volunteer.

TOPIC: Magazine Awards

The VOA club magazine, *Viper Quarterly*, received many very significant awards. Alex asked Maurice to say a few words about the International Automotive Media awards we’ve received. We won the Best Automotive Publication Overall, and a Best Graphics Design award in addition



to 2 Bronze Medals, 2 Silver Medals and 3 Gold Medals. Some awards were based on a point system, but the two “best of” awards were a competition across a peer group which included widely circulated automotive magazines.

TOPIC: Discussions with Dodge

Alex reported on recent discussions with Dodge that included the subject of the 25th Anniversary of the Viper. They also discussed the end of the Viper and the possibility of an event taking place at the plant with regard to that. Dodge indicated that there was no decision yet about any details for either of these events. At the VOA’s request, Dodge agreed to notify the club 6 months in advance about event plans.

They also discussed what was going to happen to the support for the Club after the end of the car. Dodge said they had no vision of the future at this point. And, Dodge did not comment on a possible next generation of the Viper. All indications is that they will continue to retract their support and interactions moving forward. Alex explained this is expected and all plans he’s made for the club and future NVE’s will be based on a worst case scenario without assuming any Dodge involvement and that we’re postured well for that as we have no dependency.

TOPIC: Regional Bylaws and State Filings

Alex reported that Sandi White was currently working on accumulating the Bylaws and State filings for all the Club regions. He indicated that she would be communicating with the presidents who had not fully complied shortly, there were a handful of regions that haven’t provided their documentation.

TOPIC: Raffle Car Discussions

Alex reported that the topic was again raised on the Forums. He stated that the Club had checked with a couple of lawyers regarding this issue. And, pursuant to their discussion with the lawyers the decision had been made not to pursue doing this because it was deemed illegal and plagued with other risks. Alex has posted information regarding this subject and the Club’s reasons for not pursuing this on the Forums, in response to the post. He encouraged anyone who was interested can visit and read through it all, as it explains in great depth why we can’t have raffles and it’s documented for all see. It’s located on the Forums in the General Section with “Raffle” in the title.

TOPIC: 2017 Bucket List Events

Alex indicated it’s time to begin planning for Bucket List events for 2017. He explained that in off years from NVE that the VOA likes to assemble a host of significant events to highlight that members would be interested in. He mentioned there was no limit to the number of Bucket List events the Club can have, and there are already a good handful that are in the plan. The Club will promote and advertise the events to the global membership. He indicated that the possible list of events currently includes:

- The 25th Anniversary Celebration of the Viper - TBD



- The End of Production and Closing of the Plant – Est August
- The Lobster Roll in New England – Est May/June
- Italy & Automobiles Tour – Est July
- Vipers Invade the Midwest Nationals – 2nd weekend in August
- Texas Round Up in the Texas Hill Country – Est October

Other members suggested: an event in British Columbia, an event in Monterey, CA and possibly merging a COTA event with the Texas Round Up event.

TOPIC: Annual Meeting Bylaw Change

Alex brought up the subject that there had been discussion on the first Presidents call under Brian, that having a physical Annual Meeting every other year (instead of every year), was decided – however no vote had been taken. Alex asked to complete the formality and ensure everyone was in agreement. Easy consensus among the Presidents was that the Club should amend the bylaws to incorporate the change. Consequently the following motion was made:

Motion Made to Amend the Bylaw: The National Board shall hold at least one major standing meeting annually, referred to as the Annual Meeting of the Members.

Motion By: Jim Johnson

Motion Seconded: Debbie Ruckert

Change: Change the Bylaw to read as follows: “The National Board shall hold an Annual Meeting of the Members every other year. The meeting will be held in person and generally on the off year from NVE events. “

Vote: Conducted via touch tone voting service and kept as a digital record. 90%+ in favor. <10% no/abstain/unrecorded.

Resolved: Motion carried.

TOPIC: NVE2 Survey Results

Alex discussed the results from the survey that was taken after NVE2. The results were both very positive and also enlightening. 81% of the members rated the event as a 4 or 5; 16% rated the event as a 3; and 3% rated the event as a 1 or 2 with about 70% of attendees responding.

The members rated the most important components of the event as follows:

1. Camaraderie
2. Location
3. Track
4. Dinners
5. Door prize car

A discussion then ensued regarding the lessons learned from the event. Alex stated that he would like to share all the results as soon as they can be exported in a format that is sortable as right now it's all manually counted. He will share the export with everyone and said it should be done soon.



TOPIC: NVE3 Planning - Event Dates: May 2-5, 2018

Alex reported that the NVE3 logo has been created and that website has been built and made live. He discussed how the initial planning of the event was done. That the track was most important and had been contacted first; then hotels had been contacted for availability on the dates the track was available. Alex reported that the Club had been able to negotiate an amazing rate which included the Las Vegas Intl. Speedway high speed oval, external full road course, autocross area, and all food - for \$73,000. He then went back and asked about adding drag racing to the event as it's clear racing is a big issue with members and he'd like to have a blowout event for both novices and experts across all driving disciplines. He believes that he might be able to negotiate adding that component to the event for \$20,000 and discussion ensued with the board on this subject. The consensus of opinion was easily that the Club should pursue adding this venue to our NVE3 event. The NVE3 planning group for the track event will discuss and decide if it'll be added.

Based on earlier evaluations Mandalay Bay is the best possibility the Club has found to host the event. The hotel is on the strip and has already offered an unbelievably low \$40,000 food and beverage budget, which is way below all other hotels (because they are among one of the few convention centers on the strip and they treat the convention space separate from hotel). Alex indicated that the other hotels who had bid on the event had asked for at least \$100,000 for the food and beverage budget, which is not something that we could easily facilitate without risk. Plus Mandalay Bay and her sister hotel, the Delano, were offering us very good rates on all the other components of the event. The only drawback is the Delano room rate, which is where most of our rooms would be, is their luxury brand hotel. Room rates generally go for \$339. Negotiations got it to \$259, and hours before the board meeting, the Delano agreed to a final \$224. And amazing rate for that property.

In an attempt to get more reasonable room rates, it had been suggested that the Club consider getting a room block at an adjoining sister hotel or within Mandalay (but they seemed already sold out). Their adjacent hotel, which happens to have a tram and hallway that connect to Mandalay, is Luxor. Alex is pursuing a small room block there to offer a lower cost alternative even though Delano worked out well. This would create some risk for the Club and create tougher logistics, as we'd have 2 room blocks, but would allow the members to be close in proximity, share the parking garage facilities, and hopefully please the members of the Club who needed cheaper room rates. Alex mentioned offers we received from other hotels (Paris, Linq, etc.), which were 2nd choices but plagued with a couple significant challenges. The rest weren't workable at all.

Alex requested a vote by the Presidents to allow pursuing a final contractual commitment by the club for both the track and hotel venues once negotiations are completed.

Motion By: Debbie Ruckert

Motion Made: To commit to contracts for hotel and track for NVE3.

Motion Seconded: Mike Shepherd

Vote: Conducted via touch tone voting service and kept as a digital record. 90%+ in favor. <10% no/abstain/unrecorded.

Resolved: Motion carried.



TOPIC: Volunteers

Alex requested that the Presidents help to find volunteers to work on the Planning Committee as well as for the Event Team (at track, cruises, dinners, registration). Ed Bowser volunteered. Debbie also volunteered. Alex stated we have a the planning team almost accounted for, but can squeeze in another 1-2 if someone would like. He also said the Event Team is where the largest need is and that asked Presidents to consider who else may be able to help.

TOPIC: Adjournment

Alex indicated that the next President's Call will be near the end of the year. And, the next face to face gathering of the full board will be during April or May next year in Las Vegas.

Alex asked for a motion to adjourn. Jim Johnson made the motion. Rob Buckman seconded the motion. The meeting was adjourned at 10:35pm EST.

Alex stated that he would remain on the call for a short period of time to allow open time for any other club questions or discussion. 16 people remained on the call.

Minutes submitted by Sandi White
8/26/16

