

# ANTIQUÉ TELEPHONE COLLECTOR'S ASSOCIATION

## Board of Directors

### AGENDA

Regular Meeting  
Sunday, August 25, 2019 9:00 pm ET  
Tele-Conference

- I. Call to Order
- II. Reading and approval of minutes of previous meeting
- III. Secretary & Treasurer's Report
  - a. Monthly income & expense report
  - b. Status of Annual Audit (Article XI)
  - c. Membership Report

#### **New Business**

- IV. Action on resignation of Chairman George Valenzuela
- V. Board Members election of Chairman of the Board (Article V, Sec. 5)
- VI. Discussion and action on nomination of vacant board member position replacing David Silver (Article V. Sec. E)
- VII. Discussion and/or action of Art. V, Sec. F, board member duties/responsibilities in reference to reaping personal gain or deemed to have a conflict of interest due to their position as an ATCA board member. (Scotty Poling)

#### **Old Business**

- VIII. Report and possible action on consultation for redesign/update of the ATCA website

#### **Adjourn**

- IX. Set date for next meeting

# ANTIQUÉ TELEPHONE COLLECTOR'S ASSOCIATION

## MEETING OF THE BOARD OF DIRECTORS

### Meeting Minutes

August 29, 2019, 9:00 p.m. ET  
via tele-conference

The meeting was called to order by the President, Greg Kouba in the absence of Chairman George Valenzuela. Present in the meeting were Scotty Poling-California, Dennis Fowler-Texas, VP Barry Hucceby-Michigan, Jerry Williams-Kansas, Editor John Hucceby-Indiana. Absent were Tom Herwer-Indiana, Chris Anderson-California, George Valenzuela-Oregon and Chuck Eby-New Jersey.

Greg Kouba moved item IV. Action on resignation of Chairman George Valenzuela to the front of the meeting. Valenzuela sent an email to the board on August 8, 2019 and stated that he must resign his position as chairman due to health issues. He stated that he would remain on the board until 2021 when his term ends as a board member. Barry Hucceby made a motion to accept the resignation with a second from Scotty Poling. Motion passed with all in favor.

Item V. under new business was then taken up with the nomination of a board chairman. Tom Herwer had made a recommendation via email with a follow-up email by George Valenzuela in support to nominating Dennis Fowler as board chairman. With a motion by Scotty Poling and a second by Barry Hucceby, all were in favor. Dennis Fowler was elected as chairman of the board of the ATCA.

At this point, in accordance with the ATCA by-laws, the meeting was turned over to Chairman Dennis Fowler.

Item II Secretary-Treasurer Jerry Williams read the minutes of the previous meeting held on Sunday, August 3, 2019 at Shipshewana, Indiana. Jerry updated the minutes stating that the club also had a \$5,000 certificate of deposit in addition to what was stated in the minutes. He updated us on the status of the annual required audit and stated that ATCA member Pete Shelly-New Jersey agreed to conduct the audit. Jerry stated that he was preparing the required paperwork to send to him. A membership report was given. The minutes were approved by the board as presented.

Item VI. Regarding a board vacancy was discussed by the board. John Hucceby suggested ATCA members Steve Arrowood-Georgia and Bill Baggett-Georgia as possible nominees for the position vacated by David Silver-Oklahoma. There was also discussion by the board on other potential club members who might be interested. Greg Kouba advised that he had reached out to Sherri Kouwenhoven of British Columbia, Canada at the request of Tom Herwer. Kouba stated that he had not heard back from her. Chairman Fowler stated that he would reach out to Steve Arrowood to see if he would be interested in serving on the board again. No action was taken on this item.

Item VII. Pertaining to Article V., Sec. F of the by-laws was discussed at length by the board. Discussion on how a current board member, because of their position should handle conflicts of interest when offers or information comes to them by a non-member who is selling their collection or telephone(s). All were in agreement that the by-laws seem to address this adequately, however Chairman Fowler stated that he would research this specific clause with an ethics lawyer that he knew. He would report back to the board with any suggestions. No further action on this item during meeting.

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President Greg Kouba gave a report to the board on a consultation he had for possible redesign or update of the ATCA website. The cost of a total re-design is considerable and there was much discussion on what the board felt needed to be done. This consultation was from only one web design company in Victoria, TX. Chairman Fowler appointed Greg Kouba, Barry Hucceby to serve on a committee with others to be added to explore other options available. No further action was taken.

The board also discussed the annual show for 2020. John Hucceby said he has plans in the works to host a show in Shipshewana, Indiana on July 31-August 1, 2020. The board discussed this at length and it was decided that the 2020 ATCA National Show would again be held in Shipshewana, IN. since that arena draws a large membership attendance. The board suggested that member proposals for the 2021 National Show be requested to move the show to another area of the country to allow other members to participate and attend. All were in favor.

Item IX The next monthly meeting will be held on September 29, 2019 at 9:00 pm ET via teleconference. With no further action, the meeting was adjourned.

Jerry Williams  
Secretary-Treasurer

8/31/2019

# ANTIQUÉ TELEPHONE COLLECTOR'S ASSOCIATION

## Board of Directors

### By-Laws Referenced on Agenda Regular Meeting August 25, 2019 9:00 PM ET

#### ARTICLE XI ANNUAL AUDIT

Section A- The financial accounts of the ATCA shall be audited at least annually.

Section B – The scope of the audit shall be determined by the Board of Directors.

Section C – The annual financial statement, as determined by the audit, shall be summarized in an official, Board approved report published on the ATCA Web Site.

#### ARTICLE V BOARD OF DIRECTORS

##### Section A, COMPOSITION OF THE BOARD

1. The ATCA shall be governed by the Board of Directors. The Board of Directors shall consist of six (6) Directors and the ATCA President for a total of seven (7) voting members.
2. The members of the Board of Directors shall be those who receive the most votes cast by the membership.
3. All Directors shall be fully paid up members in good standing.
4. A minimum of two (2) Directors shall be elected by mail ballot each year with their term starting at the time for the Annual Fall Show held usually in August.
5. The Board of Directors shall elect one director who will serve as Chairman of the Board for one year at the commencement of each newly constituted Board of two or more new members.

Section E, Vacancies on the Board of Directors which occur from other than normal expiration of elected terms, shall be filled by a majority vote of the whole Board of Directors, appointing a member to fill said vacancy until the normal expiration of said term and upon the regular Election thereof.

Section F, Any board member or Officer reaping personal gain or deemed to have a conflict of interest due to their position as an ATCA board member, or conducting themselves in a manner to be deemed by the Board to be contrary to the objectives of the ATCA, may be removed from their board position by a majority vote of the remaining board members and officers.