

MINUTES: ERA BOARD OF DIRECTORS MEETING SUN., APRIL 26, 2009-KANSAS CITY, MO.

ATTENDEES: Joe Davis, Alan Melton, Bob Thomas, Kenny Turner, Ken Plourde, Daren Roggentien, Jason Kiser, Hank Henke, Dick Vensel, Ronnie Charnes, Tom Barrett, Jim Thomas, Joe Bradish, Mike Schroeder, Wes Grueninger, Larry Hagemeister, Jerry Kieffer, Tom Reusser, Chris Thompson, Harald Kober, and Mike Dietrich

SPECIAL GUESTS: Dwain Daily, Jim Talsma, Casey Barrett, Darlene Schroeder, Polly Shea, Gordon Brill, David Duncan, John Boyles, Jason Baranello and Libero Baranello

AGENDA:

1) JIM THOMAS CALLED THE MEETING TO ORDER AT 7:29 CDT

2) JOE BRADISH INTRODUCED THE EXECUTIVE BOARD OF DIRECTORS

Jim Thomas - President
Ken Plourde - Executive Vice President
Chris Thompson - Treasurer
Joe Bradish - Secretary

3) JOE BRADISH WELCOMED THE SPECIAL GUESTS IN ATTENDANCE

4) TREASURER'S REPORT BY CHRIS THOMPSON

Chris reported a problem with his computer which did not allow an accurate and up to date report to be given. As of today, there is approximately \$38,000 in the checking account and approximately \$36,000 in CDs.

5) MEMBERSHIP REPORT BY JERRY KIEFFER

a) There are 14 new members as of 4/25/09 which brings the number of rebuilder members to 456 and suppliers to 53. The membership total is 509.

b) Jerry Kieffer expressed appreciation to his committee of Tom Barrett and Chris Galbreath (not present). The committee is working on new approaches to gain and retain membership including electronic newsletters and promotion of the JIMCO Website benefit. Jim Thomas urged all Board Members to promote membership.

6) TRAINING COMMITTEE REPORT BY MIKE SCHROEDER

a) Mike introduced Committee members present, who were:
Wes Grueninger, Bob Thomas, Joe Davis, Joe Bradish, Ken Plourde and Dick Vensel. Mike asked for and received their commitment to continue on this committee.

b) Website training is the future plan of the ERA with video clips a soon to be completed and introduced benefit.

7) PRESENTATION OF AWARDS AND STATE OF THE ERA BY JIM THOMAS

a) Jim explained that Darlene Schroeder has in the past conducted a survey of the members to determine the percentage of internet users in the ERA. The results showed more than 80% were internet capable. The ERA sees this gain as a big plus and that the organization will become more computer-based in the near future while still trying to provide benefits to members who do not have computers.

b) Jim Thomas applauded Wes Grueninger for his work on the JIMCO website. Jim expressed the ERA's gratitude to Juan Grube for his contribution of JIMCO materials as a member benefit.

c) Wes Grueninger's training proposal has been accepted and is financially feasible.

- d) Wes Grueninger and Bob Thomas were applauded for their fine work on tech articles.
- e) A dues increase may be in our future.
- f) Jim Thomas gave his appreciation to all Board members for their volunteer efforts to continue improvement of the ERA.
- g) Jim Thomas presented former Executive Vice President Dan Smith an award in absentia for his years of service in the ERA.
- h) Joe Bradish was awarded a plaque in appreciation for his willingness to volunteer and for a "Job Well Done" as the ERA Secretary.

8) NOMINATING COMMITTEE BY KEN PLOURDE/ELECTION OF NEW OFFICERS (See ATTACHMENT "era slate")

- a) Ken acknowledged the help of his committee; Bob Thomas, Daren Roggentien, Chris Galbreath and Chris Thompson and referenced the Slate of Candidates.
- b) Mike Dietrich made a motion to hold an election to vote on the Slate of Candidates as a whole. Jim Thomas seconded the motion which passed unanimously.
- c) Ken Plourde asked for any nominations from the floor. There were none.
- d) Joe Davis made a motion to close the nominations. Hank Henke seconded the motion. The vote to accept the Slate of Candidates was unanimous and Ken Plourde requested Joe Bradish, Secretary, to cast one ballot for each of said nominees. The new Board was accepted and welcomed.

9) INTRODUCTION OF NEW OFFICERS

Larry Hagemeister, new President of the ERA, introduced the new Board members:

Joe Bradish - Second Vice President
Daren Roggentien - Secretary
Ronnie Charnes - South East Vice President
Henry Henke - North Central Vice President
Kenny Turner - South Central Vice President
Chris Galbreath - North West Vice President (2nd/half)
Harald Kober - Canadian/West Vice President
Jim Thomas - Past President

10) NEW BUSINESS & VOTE ON KEN PLOURDE'S AMENDMENTS

- a) Larry Hagemeister, new President and long time ERA member, feels the Board functions well as a group with no personal agendas. Larry is anxious to assume his new duties.
- b) Larry is in favor of making Juan Grube an honorary lifetime ERA member in appreciation of his contributions to the association. Ronnie Charnes made a motion to make Juan Grube an honorary lifetime member, seconded by Hank Henke. Wes Grueninger wanted to discuss the motion with Juan Grube before a vote. Polly Shea will talk with Juan Grube and report to Jim Thomas. Ken Plourde made a motion to table the lifetime membership motion. Allen seconded the motion which passed unanimously.
- c) Larry Hagemeister wants to work on the warranty issues that were brought up at the round table discussion at the next board meeting.
- d) Larry Hagemeister presented a plaque of appreciation to Jim Thomas for his service as president. Jim Thomas

expressed his gratitude and confidence in the new board. He received a standing ovation.

e) Ken Plourde has proposed changes in the bylaws (**see ATTACHMENT "Bylaws w. letterhead"**) to correct some shortcomings and add a second Canadian Vice President to the ERA. Ken acknowledged Bob Thomas and Mike Schroeder for their help on this project. Hank Henke made a motion to accept the changes as written. Jim Thomas seconded and the motion passed unanimously.

f) Mike Schroeder made a motion to adjourn. Ken Plourde seconded and the meeting adjourned at 8:21 AM CDT.

NEXT BOARD OF DIRECTORS MEETING IS MAY 20, 2009 AT 6:30 PM CDT.

I would like to thank everybody for their help over the past two years. It has been my honor and privilege to be of service to the ERA.

Respectfully submitted,

Joe Bradish
Secretary

ARTICLE II-MEMBERSHIP

Section 2:

Membership Classifications Membership Classifications shall be:

- Rebuilder: (company or individual involved in electrical rebuilding)
- Supplier: (company that actively advertises for sales of parts and rebuilding equipment to electrical rebuilders)
- Warehouse branch locations: (branch warehouse owned by a business that is already a supplier member)
- Individual: (educator, publisher, retired technician, technician not actively employed or employed by industries related to the electrical rebuilding industry.)

Article II: Sect. 2 AMENDED:

Section 2:

Membership Classifications Membership Classifications shall be:

- Rebuilder: (owner or employee of a company involved in electrical rebuilding)
- Supplier: (owner or employee of a company that actively advertises for sales of parts and rebuilding equipment to electrical rebuilders)
- Warehouse branch locations: (branch warehouse owned by a business that is already a supplier member)
- Individual: (educator, publisher, retired technician, technician not actively employed or employed by industries related to the electrical rebuilding industry.)

ARTICLE III - BOARD OF DIRECTORS

Section 1:
Board Role,
Board Size,
Board
Composition

The Board of Directors is responsible for the overall policy and direction of the Association. It shall delegate responsibility for the day-to-day operations to the Executive Board of Directors and committees.

The Board of Directors shall consist of the 12 (twelve) members listed below, at least 7 (seven) of which must be rebuilders.

The Executive Board of Directors shall consist of the President, First Vice President, Second Vice President, Secretary and Treasurer. (see Amendment 1)

- President

- First Vice President
- Second Vice President
- Secretary
- Treasurer
- Regional Vice President-Northeast
- Regional Vice President-North Central
- Regional Vice President-Northwest
- Regional Vice President-Southeast
- Regional Vice President-South Central
- Regional Vice President-Southwest
- Regional Vice President-Canada

ARTICLE III - BOARD OF DIRECTORS (AMENDED)

Section 1: Board Role, Board Size, Board Composition

The Board of Directors is responsible for the overall policy and direction of the Association. It shall delegate responsibility for the day-to-day operations to the Executive Board of Directors and committees.

The Board of Directors shall consist of the 13 (thirteen) members listed below, at least 7 (seven) of which must be rebuilders.

The Executive Board of Directors shall consist of the President, First Vice President, Second Vice President, Secretary and Treasurer. (see Amendment 1)

- President
- First Vice President
- Second Vice President
- Secretary
- Treasurer
- Regional Vice President-Northeast
- Regional Vice President-North Central
- Regional Vice President-Northwest
- Regional Vice President-Southeast
- Regional Vice President-South Central
- Regional Vice President-Southwest
- Regional Vice President-Canada East
- Regional Vice President-Canada West

Article III Section 3:

Terms; All Board of Directors shall serve 2 (two) year terms, but they are eligible for re-election.

The President, Second Vice President, three Regional Vice Presidents (SE, NC, SC) and Secretary shall be elected during odd-numbered years.

First Vice President, four Regional Vice Presidents (NE, NW, SW, CAN) and Treasurer shall be elected during even-numbered years.

All advisors and committee members shall serve for one year unless otherwise specified by the Board of Directors.

Executive Board Members shall serve in only one executive capacity. They are eligible to serve in other appointed positions.

Article III Section 3: Amended

Terms; All Board of Directors shall serve 2 (two) year terms, but they are eligible for re-election. After successfully serving a complete term & having chosen not to serve in another Board of Directors position, he/she will automatically continue to serve on the Board of Advisors, unless they choose to be excluded.

The President, Second Vice President, four (4) Regional Vice Presidents (SE, NC, SC, CAN [W]) and Secretary shall be elected during odd-numbered years.

First Vice President, four (4) Regional Vice Presidents (NE, NW, SW, CAN [E]) and Treasurer shall be elected during even-numbered years.

All advisors and committee members shall serve for one year unless otherwise specified by the Board of Directors.

Executive Board Members shall serve in only one executive capacity. They are eligible to serve in other appointed positions.

Article IV Section 3: Paragraph 4

Identified nominees shall be presented to the National Board of Advisors for election. Identified nominees shall be encouraged to work closely with the incumbent officer to properly and adequately become familiar with the duties of the office for which they are nominated.

Article IV Section 3: Paragraph 4 (Amended)

Nominations

Identified Slate of Nominees shall be posted to on the Association's Website (ERA Discussion Forum) thirty days (30) prior to the Associations Annual Meeting. The Slate of Nominees shall be presented to the Board of Advisors for election. Identified nominees shall be encouraged to work closely with the incumbent officer to properly and adequately become familiar with the duties of the office for which they are nominated.

Article V

Overview of responsibilities of standing committees

- **Nomination Committee** –Paragraph 4

The committee shall make suggestions for the filling of vacancies among Board members. The committee shall solicit and compile a list of nominees to be presented and elected in accordance with the provisions of these bylaws.

Overview of responsibilities of standing committees

- **Nomination Committee** – Paragraph 4 (Amended)

The committee shall make suggestions for the filling of vacancies of expired terms among Board members. The committee shall solicit and compile a Slate of Nominees that will be posted on the Association's Website (ERA Discussion Forums) thirty (30) days prior to the Association's Annual Meeting. The committee shall present this Slate of Nominees at the Association's Annual Meeting for a vote in accordance with the provisions of these bylaws.

(ADD)

Article III

Section 8:

Vacancies:

The Board of Directors shall have the power by two-thirds (2/3) vote to fill any vacancy occurring in any office of the Association for the unexpired portion of the term.

(ADD)

Article IV-Meetings of Members

Section 11- Amendments

These bylaws may be amended or repealed by the Board of Advisors. Amendments may be proposed by any member. Before any amendment is submitted to the Board of Advisors, it shall be submitted to the Board of Directors for review & approval . With the approval of the Board of Directors it shall be posted on the Association's Website (ERA Discussions Forum) thirty (30) days prior to the Association's Annual Meeting for a vote in accordance with the provisions of these Bylaws.

ERA

2009 ANNUAL MEETING

SLATE OF CANDIDATES

OFFICE:	CANDIDATE:	COMPANY:
President	Larry Hagemeister	Hagemeister Auto Electric
2 nd Vice President	Joe Bradish	Kaestner Auto Electric
Secretary	Daren Roggentien	Roggentien Electric
South East Vice President	Ronnie Charnes	ACC Rebuilders
North Central Vice President	Henry Henke	United Starter & Alternator
South Central Vice President	Kenny Turner	C. C. Battery Inc.
North West V-Pres. (2 nd /Half)	Chris Galbreath	ASE Supply
Canadian/West Vice President	Harold Kober	Roko Service LTD
Past President	Jim Thomas	Smith Auto Electric

BOARD OF ADVISORS

CANDIDATE:	COMPANY:
Connard Cali	Perfect Fit Industries
Joe Davis	Joe Davis Enterprises
Wes Grueninger	Auto Lab
Mark Hoogterp	Dubois Marketing
Jerry Kieffer	Allstart Auto Electric Inc.
Tom Reusser	R&R Regulator
Bob Thomas	B&H Electric
Richard Vensel	Vensel Enterprises
Bob Wagner	Wagner Alternator & Supplies, Inc.
Alan Melton	AmFor Electronics
Steve Dangert	Laser Electric
Larry Walters	Standard Starter Drive
Tom Barrett	Dakota Battery & Electric
Tim Goode	WAI
Chris Stage	Stage Battery & Alternator Inc
Jason Kiser	JK's Starter and Alternator Service
Chris Herring	Marine Industrial Auto Electric
Clark Gordon	Alpine Auto Electric LLC
Mike Schroeder	Central Automotive Electric