

American Truck Historical Society

Minutes of the Regular Meeting

Board of Directors – Kansas City, MO

January 28, 2023



Call to Order

Chairman Mark Schroyer called the ATHS Board of Directors meeting to order at 8:30 a.m. on Saturday, January 28, 2023. The meeting was held at the American Truck Historical Society in Kansas City, Missouri.

Officers Present

Mark Schroyer, Marty Glomb, David Schnautz, Rick Knox, Dan Tilson, Mark Vassallo,

Board Members Present

Wade Beck, Christian Budke, Rocco Chianelli, Joe Constance, Bob Davis, John Doll, William Irvin, Glenn Martin, Dennis Martinez, Dean McWhirk, Chris Nolet, Ed Shepard, Steve Siemen, Russell Spawn, Craig Vogel, Bill Wagner, Peter Wild, and Ex-Officio Laurence Gration, Executive Director.

Past Presidents Present

Michael Gully, Thomas Mullen, John Vannatta, Lenny Wild

Board Members Absent

Manuel Andrade, David Hemelright, Lonnie Jones, BJ King, Tony Martin, Frank Merrill, Denny Postma, Stephen Rosemond, Ed Rocha, Don Streeper, Tony Van Beek, Ian Watson, Tim Wright, Tom Amaducci, Terry Klenske, Dave Schroyer, Richard Schaffer, William Semple, Gene Olson

Staff Present

Courtney Cesar, Deb Martin, Lea Ann Reed, John Shehane, Barbara Sloan, Marina Spexarth, and Aaron Marsh

Guests Present

Sheila Skemp, Amber McWhirk, Sandy Chianelli

Quorum

A quorum was established, with 27 voting members being present.

Approval of Minutes

Chris Budke (Craig Vogel) moved “to accept the October 28, 2022, board minutes as presented.” Motion passed with no discussion.

Reports

President Marty Glomb thanked everyone for their attendance. He reported that ATHS has been getting more and more attention from national sources, gaining a few Visionary Partners. He reported that ATHS is receiving proposals for the new IT system. M. Glomb stated that the committee reports today will generate discussions for 2023, and he is looking forward to the new challenges and changes those discussions will bring. M. Glomb stated that board and committee participation and feedback are welcome.

Treasurer Dan Tilson reported on the financial state of the Society.

Executive Director Laurence Gration reported on the state of the Society. John Shehane, Development Director, gave a brief presentation on development.

Chairman Mark Schroyer reported that the Executive Committee has nothing to report to the board.

RVP Glenn Martin reported that the Awards Committee met and reviewed award submissions, discussed the missing recipients from the Wall of Fame, how the award recipients are showcased in the Wheels of Time, award photo requirements on the online form, and a potential campaign for increasing diversity submissions to the golden achievement award. The committee recommends removing the photo requirement for the award submission and that the Wheels of Time Committee review the proposal to showcase the award recipients throughout the year instead of one lump sum.

Past President John Vannatta reported that the Nominating Committee met and interviewed two new candidates for the Board. He also reported that the Long Range Planning Committee finished reviewing the RVP position and the job description. The committee has passed its recommendations to the RVP Committee to review. He stated that the committee would work on better-defining membership and how it impacts the ATHS Strategic Plan.

First Vice President David Schnautz reported that the Convention Committee discussed the 2023 Convention and Truck Show progress and the proposed site for the 2026 Convention. He reported that the committee recommends Cleveland, Ohio, as the 2026 Convention and Truck Show site. He reported that the Truck Show Subcommittee is also working on ways to promote ATHS at other events. The Training and Webinars Subcommittee has scheduled 15 speakers for the upcoming convention and is looking for more speakers for webinar sessions.

C. Nolet (T. Mullen) moved to accept the proposal for the 2026 Convention to be in Cleveland, Ohio. Motion passed with no discussion.

G. Martin (C. Nolet) moved to accept the Standing Committee reports as presented. The motion passed with no discussion.

Board Member at Large Craig Vogel reported that the Bylaws Committee finished the review of the AHS Bylaws. He presented the proposed revisions (attached) to the board.

M. Gully (G. Martin) moved to accept the proposed change to Article III, Section 3(c), as presented. Motion passed with no discussion.

C. Nolet (D. Martinez) moved to accept the proposed changes to Article V, Sections 6(a)(b)(c)(d)(e), as presented. Motion passed with no discussion.

C. Nolet (R. Spawn) moved to accept the proposed change to Article V, Section 8, as presented. Motion passed with no discussion.

Past President Tom Mullen reported that the Life Member Committee did not meet but is working on 2023 plans for life members. He also reported that the Hall of Fame Committee discussed plans for the 2023 Hall of Fame induction ceremony. The committee is also looking for more Participating Partners, Visionary Partners, and Sustaining Partners for the organization.

Second Vice President Rick Knox reported that the Library Committee discussed the updated Collection Management Policy (attached). The committee recommends approving the policy as presented. The committee also discussed what film to digitize in 2023; it was determined by the committee to review the list and send suggested titles to Library Director Courtney Cesar. He reported that the committee also discussed removing the special interest periodicals from the collection and recommends removing them and offering them to appropriate organizations.

J. Constance (C. Vogel) moved to approve the Library Collection Policy as presented. Motion passed with no discussion.

Secretary Mark Vassallo reported that the Marketing and Communications Committee met and heard reports from the subcommittees. He reported that the Development Subcommittee has a new chair and is restructuring and finding members. M. Vassallo reported that the Marketing Subcommittee discussed how to get better involved in Kenworth's 100th Anniversary celebration and ideas on reaching a wider audience of those interested in trucking. The subcommittee

recommends that the Membership Committee review and develop a campaign focused on rejoining those who have lapsed in the last five years. M. Vassallo reported that the Social Media Subcommittee discussed analytics and ideas to convert social media followers into paying members. He reported that the Store and Merchandise Subcommittee is reviewing new products and giveaways for shows. The subcommittee has also been renamed the Branding and Merchandise Subcommittee and will also be taking on the role of approving all branding and logo requests from chapters. M. Vassallo reported that the Website Subcommittee had finalized the new website's needs, functionalities, and qualities desired. The committee is looking into other website plugins to make the website more accessible. He reported that the Wheels of Time Subcommittee met and discussed ways to improve the magazine. M. Vassallo reported that the Sponsorship did not meet.

RVP Russell Spawn Jr. reported that the Membership Committee discussed tiered membership levels and the benefits, developing a membership survey for a focus group to see if they would enroll in tiered membership level, the continuation of the trial membership program, and the Welcome Wagon member meeting.

RVP John Doll reported that the RVP Committee discussed the 2022 Chapter Annual Reports, promoting ATHS at local chapter truck shows, and revising the RVP job description.

RVP Delegate Steve Siemen reported that the Volunteer Committee discussed the proposed Volunteer Job Descriptions, training, sign-up form, and vouchers.

G. Martin (C. Vogel) moved to accept the Special Committee reports as presented. Motion passed with no discussion.

New Business

RVP William Irvin presented a proposal to create an ATHS Supporter Program. The Sponsorship Subcommittee will review the proposal.

Board Member At Large Wade Beck presented the Mud Flap mobile app to the board as a potential member benefit. The Sponsorship Subcommittee agreed to review this.

Announcements

R. Knox reported that an AED had been installed in the ATHS Home Office.

D. Schnautz reported that RVP David Hemelright is in ill health. He asked everyone to keep him in their thoughts.

The next ATHS Board of Directors meeting will be at the 2023 National Convention and Truck Show in Reno, Nevada, on June 7, 2023.

Adjournment

M. Schroyer moved to adjourn at 12:23 p.m.

DRAFT



2023 ATHS Proposed Bylaws

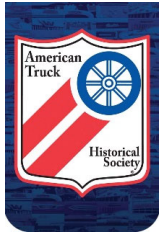
Revisions are respectfully submitted via your Bylaws Committee

Craig Vogel – Dennis Martinez – Glenn Martin – Rick Knox –

Marty Glomb

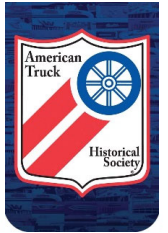
Home Office Liaison Barbara Sloan

Executive Director Laurence Gration



Order of Business:

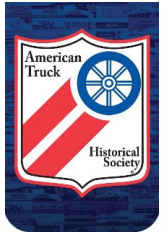
1. Proposed revisions will be addressed one article at a time.
2. We will display each proposed revision within that Article showing the existing Bylaw, the proposed Bylaw and the reasoning behind the revision(s).
3. Each proposed revision is numbered. Refer to the revision you would like to discuss by that proposal number.
4. Changes proposed to the Board during the October meeting are highlighted **yellow**. Revisions suggested by the Board during that meeting are highlighted in **green**. The full Bylaw revision includes both the **yellow** and **green** sections.
5. We will open the floor for discussion of each Bylaw in that Article that has revisions proposed.
6. After each Bylaw discussion, we will call for a vote of approval/disapproval of that Bylaw change.



Summary of changes:

1. Article III Section 1(d) – Honorary Members: Clarify Honorary Member requirements.
2. Article III Section 3(c) – Membership Dues: Change past due duration before dropping a member.
3. Article V Sections 6(a)(b)(c)(d)(e) – Meeting Attendance: Clarify requirements for electronic Board (Zoom) meetings.
4. Article V Section 8 – Compensation: Clarify compensation rules.
5. Article V new Section 12 – Past Presidents.
6. Article V new Section 13, was Section 12 - Duties of the Executive Director.

Proposal #2 – Article III – Membership Dues



Existing

Article III Section 3(c):

Any member that fails to pay the prescribed annual dues within a period of thirty days after the mailing of the third and final notice shall be suspended with none of the privileges of membership.

Proposed

Article III Section 3(c):

Any member that fails to pay the prescribed annual dues within a period of **sixty** days after the ~~mailing of the third and final notice~~ **expiration of their membership** shall be suspended with none of the privileges of membership.

Purpose

Decrease the time before a past due member is dropped. No further changes requested by the Board.

Proposal #3 – Article V – Meetings of the Board of Directors



Existing

Article V section 6(a):

Annual Meeting: A regular Annual Meeting of the Board of Directors shall be held immediately before or after, and at the same place, as the Annual Meeting of the Society Membership. The President may preside at the meeting at the Discretion of or in the absence of the Board Chair.

Proposed

Article V section 6(a):

Annual Meeting: A regular Annual Meeting of the Board of Directors shall be held immediately before or after, and at the same place, as the Annual Meeting of the Society Membership. The President may preside at the meeting at the Discretion of or in the absence of the Board Chair. Annual Meetings may be held in person, by electronic means, video conference, or a combination thereof.

Purpose

Allows for electronic attendance to Annual Meetings using video conferencing. Further revision specifies video attendance to comply with state law.

Proposal #4 – Article V – Meetings of the Board of Directors



Existing

Article V section 6 (b):

Special Meeting: Special Meetings of the Board may be called by or at the request of the Board Chair or the President, who shall fix the time and place. The Board Chair may preside at the meeting. The President may be appointed to preside at the discretion of or in the absence of the Board Chair.

Proposed

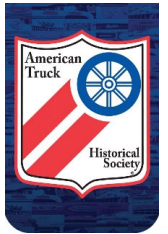
Article V section 6(b):

Special Meeting: Special Meetings of the Board may be called by or at the request of the Board Chair or the President, who shall fix the time and place. The Board Chair may preside at the meeting. The President may be appointed to preside at the discretion of or in the absence of the Board Chair. Special Meetings may be held in person, by electronic means, video conference, or a combination thereof.

Purpose

Allows for electronic attendance to Special Meetings using video conferencing. Further revision specifies video attendance to comply with state law.

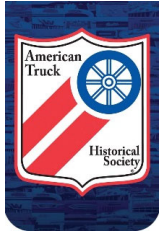
Proposal #5 – Article V – Meetings of the Board of Directors



Existing

Article V section 6(c):

Notice of Meeting: Written or printed notices stating the date, time, and place, of any meeting of the members shall be delivered by person, United States Mail or equivalent or, by electronic mail. Each member eligible to vote as outlined in Article III, Section 1(a), will receive notice not less than twenty days nor more than sixty days before the meeting date. In the case of a Special Meeting, the notice shall state the purpose for which it has been called. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the records of the Society, with postage thereon prepaid. If sent via electronic mail, the notice of a meeting shall be deemed delivered when there is no notice to the sender that it was “undeliverable” as addressed to the member at his or her email address as it appears on the records of the Society. Notice may also be given by publication in *Wheels of Time* magazine, the *Dispatch* or any other publication of the Society. That notice shall be deemed given when such publication is placed in the United States mail, emailed to the member, or published on-line at the ATHS website.



Proposal #5 – Article V – Meetings of the Board of Directors

Continued

Proposed

Article V section 6(c):

Notice of Meeting: Written or printed notices stating the date, time, and place, of any meeting of the members shall be delivered by person, United States Mail or equivalent or, by electronic mail. Each member eligible to vote as outlined in Article III, Section 1(a), will receive notice not less than twenty days nor more than sixty days before the meeting date. In the case of a Special Meeting, the notice shall state the purpose for which it has been called. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the records of the Society, with postage thereon prepaid. If sent via electronic mail, the notice of a meeting shall be deemed delivered when there is no notice to the sender that it was “undeliverable” as addressed to the member at his or her email address as it appears on the records of the Society. Notice may be also be given by publication in Wheels of Time magazine, the Dispatch or any other publication of the Society. That notice shall be deemed given when such publication is placed in the United States mail, emailed to the member, or published on-line at the AHS website. ~~When notice is sent, there shall be three choices for attendance: In person, video conferencing, or will not attend.~~ **When the meeting notice is sent, Board members must RSVP indicating one of three attendance choices: In-person, Video Conference, or Will Not Attend.**

Purpose

Allows for electronic meeting attendance and requires Board members to state their method of attendance. RSVP requirement added to clarify questions raised during October Board meeting.

Proposal #6 – Article V – Meetings of the Board of Directors



Existing

Article V section 6(d):

Quorum: One-third of the members of the Board of Directors shall constitute a quorum for the transaction of official business at any meeting of the Board. If less than the required quorum for the transaction of business is present at any meeting of the Board of Directors, no official action may occur at that meeting until the required quorum is present. The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board except where otherwise provided by law or these bylaws.

Proposed

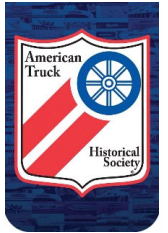
Article V section 6(d):

Quorum: One-third of the members of the Board of Directors shall constitute a quorum for the transaction of official business at any meeting of the Board, **except that non-voting Board members are not included when establishing a quorum**. If less than the required quorum for the transaction of business is present at any meeting of the Board of Directors, no official action may occur at that meeting until the required quorum is present. The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board except where otherwise provided by law or these bylaws.

Purpose

Clarifies that Board members without voting privileges are not included in quorum requirements. No further changes requested by the Board.

Proposal #7 – Article V – Meetings of the Board of Directors



Existing

Article V section 6(e):

Add new section (e).

Proposed

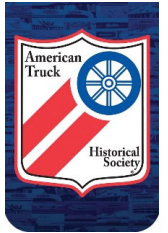
Article V section 6(e):

Members may meet electronically where all persons participating in the meeting must communicate visually and audibly with each other.

Purpose

Clarifies requirements for electronic meeting attendance, required for compliance to state law. No further changes requested by the Board.

Proposal #8 – Article V – Compensation



Existing

Article V Section 8:

Compensation: There shall be no compensation paid to any member of the Board of Directors. A member of the Board of Directors may be reimbursed for any expense incurred on behalf of the Society, upon approval by the President.

Proposed

Article V Section 8:

Compensation: There shall be no compensation paid to any member of the Board of Directors **except the Executive Director**. A member of the Board of Directors may be reimbursed for any expense incurred on behalf of the Society, upon approval by the President.

Purpose

The Executive Director is a paid position. No further changes requested by the Board.



ATHS Policy

Zoe James Memorial Library Collection Policy

Document # POL-01-0001
Revision A

Courtney Cesar	1/28/2023
Document Owner	Date
ATHS Board of Directors	1/28/2023
Authorizing Authority	Date

1. Purpose

This document defines the ATHS Zoe James Memorial Library Collection policy.

2. Background

It is the mission of the American Truck Historical Society to preserve the history of the North American Trucking industry. The Zoe James Memorial Library supports this mission by collecting manuals, journals, books, news bulletins, vehicle manuals and specifications, advertisements, magazines, graphic images, audio and video recordings, as well as many unique artifactual items related to the trucking industry. These items are preserved and made available for future research.

3. Summary

This document describes the policy by which the Zoe James Memorial Library receives items into the collection.

4. References

PRO-01-0001 ATHS Library Collection Plan

5. Policy

All items donated to the Zoe James Memorial Library shall be coordinated through the ATHS Library Director, who may be contacted at (816) 777-0924 or through the website at <https://aths.org/zoe-james-memorial-library/artifact-donation/>.

All prospective acquisitions shall be evaluated by the Library Director and the Archives & Acquisitions Committee prior to any commitment for acceptance. A standard deed of gift shall execute the transfer of collections and artifacts. Under limited circumstances, select materials may be accepted on a loan basis. The latest ATHS Library Collection Plan revision defines these evaluations and documentation.

Neither the Zoe James Memorial Library nor ATHS performs appraisals of collections or artifacts for tax deductions. Donors desiring tax appraisals should contact a licensed appraiser listed with the U.S. Internal Revenue Service.

The Zoe James Memorial Library encourages individuals, families, and corporations with historical trucking records and collections to contact the Library so this history can be preserved for the future.