

PENNSYLVANIA AUTOMOTIVE RECYCLING TRADE SOCIETY

QUARTERLY MEETING OF DIRECTORS AND ANNUAL REORGANIZATIONAL MEETING OF DIRECTORS

I. CALL TO ORDER:

The Quarterly Meeting of the Board of Directors and the Annual Reorganizational Meeting of the Board of Directors of the Pennsylvania Automotive Recycling Trade Society was held at the Wyndham Harrisburg/Hershey Conference Center on September 8 and September 9, 2006.

The meeting was called to order at 3:25 p.m. Joseph Gricco, Chairman of the Association, presided. Anthony J. Foschi, General Counsel, acted as Secretary pro tempore.

The Chairman of the Association read the notice pursuant to which the meeting was called.

The following Directors of the Association were present:

Michael Angelo
Steve Baker
Charles Bauer
Robert Fiegleman (arrived at 3:35 p.m.)
Joseph Gricco
David Jordan
Robert Kegel
Ken Luckock
Charles Morrone
Todd Mueller
Gene Noll
John Palmer
Doug Reinert
Rocco Rossi, III
Ellis Williams

The following Directors of the Association were absent:

Butch Battaglia, Western Rep.
Carl Dean, Eastern Rep.
Ronald Renick
Vacancy
Vacancy

The following individuals also were present:

Michael H. Berk, Executive Director/COO, PARTS
Anthony J. Foschi, Shumaker Williams, P.C., General Counsel
Mary Beth Thompson, Frankies Used Auto Parts

II. RECOGNITION OF QUORUM:

The Chairman noted that a quorum was present and proceeded with the meeting.

III. READING AND APPROVAL OF MINUTES:

The Minutes of the Meetings of the Board of Directors dated June 3, 2006 and August 16, 2006 were presented for reading.

Upon motion duly made by Bauer, seconded by Luckock, the following resolution was adopted unanimously:

RESOLVED, that the Minutes of the June 3, 2006 meeting of the Board of Directors are adopted as recorded; and

RESOLVED FURTHER, that the Minutes of the August 16, 2006 conference telephone call of the Board of Directors are hereby approved with the following correction: the resolution under Item I(H) should read as follows:

“RESOLVED, that the Revised Budget for the Association’s fiscal year October 1, 2006 through September 30, 2007, as just presented and reviewed, a copy of which is attached hereto and deemed an integral part hereof, is tabled until the Board of Directors of the Association have had an opportunity to review same further, and the Budget previously adopted by the Board of Directors and recommended to the Membership for the same time period is hereby rescinded.”

IV. FINANCIAL REPORTS:

A. Ellis Williams, Treasurer, reviewed a proposed Revised Association Budget for the fiscal year October 1, 2006 through September 30, 2006, which was prepared subsequent to a joint meeting of the Executive Committee and the PARTS Insurance Trustees on June 24, 2006. []

Upon motion made by Kegel, seconded by Bauer the following resolution was adopted unanimously:

RESOLVED, the Board hereby approves the Revised Budget as presented for the 2006 – 2007 year with revenues of \$224,150.00 and expenses of \$224,150.00. A copy of same is attached hereto and deemed an integral part hereof.

B. Ellis Williams, Treasurer, provided a financial report from October 1, 2005 through July 31, 2006, a copy of which is attached hereto and deemed an integral part hereof. Upon motion made by Angelo, seconded by Baker, the following resolution was adopted unanimously:

RESOLVED, the internal financial report for the period ending July 31, 2006, is hereby approved, subject to audit.

V. EXECUTIVE DIRECTOR'S REPORT:

Mike Berk, Executive Director/COO, PARTS, provided a handout entitled "Executive Director's Report," a copy of which is attached hereto and deemed an integral part hereof.

VI. COMMITTEE & TASK FORCE REPORTS:

A. **Executive Committee.** Joe Gricco, Chairman, reported on behalf of the Executive Committee as follows:

- (i) The past year has been difficult for the Association.
- (ii) The Association has taken positive steps to rectify its pending issues.
- (iii) Mike Burke has done a commendable job regarding the solicitation and retention of members.
- (iv) All members must work together to return the Association to its previous strength.

B. Rocco Rossi reported on behalf of the Scholarship Foundation. A copy of the Foundation's report is attached hereto and deemed an integral part hereof.

C. Charlie Bauer reported on behalf of the Nominating Committee. A copy of the Committee's report is attached hereto and deemed an integral part hereof.

D. The Executive Director noted that Charles Morrone has missed the April 1st, June 2nd and June 16th meetings. According to the Bylaws of the Association his seat on the Board automatically was vacated. Upon motion made by Kegel, seconded by Williams, the following resolution was adopted unanimously:

RESOLVED, Charles Morrone is hereby reappointed by the Board for the remainder of his current Director's term which expires September 2007.

E. Upon motion made by Palmer, seconded by Angelo, the following resolution was adopted unanimously:

RESOLVED, the Report of the PARTS Nominating Committee, a copy of which is attached hereto and deemed an integral part hereof, is hereby approved as presented, and is hereby recommended to the PARTS Members.

F. Robert Kegel reported on behalf of the Member Services Committee. A copy of the Committee's report is attached hereto and deemed an integral part hereof.

The Member Services Committee recommends that A. G. Edward be approved as a preferred vendor for an Association Financial Services Program. Upon motion made by Angelo, seconded by Morrone the following resolution was adopted by a vote of 14-0-1 (Fiegleman):

RESOLVED, A. G. Edwards is approved as a preferred vendor for an Association financial services program.

VII. COUNSEL'S REPORT:

None.

VIII. INSURANCE TRUST REPORT:

Steve Baker and Robert Kegel provided a report regarding the current actions of the PARTS Insurance Trust. The Trust is seeing a "softening" of the insurance market, as well as new competition in the workers' compensation insurance market for PARTS members. Accordingly, these factors should result in stable or even reduced premiums at renewal time.

IX. ARA UPDATE:

Charlie Bauer provided an update on ARA. The Annual ARA Conference will be held in Indianapolis at the end of September, and it is strongly suggested that any members which can make the national conference travel to Indianapolis for same.

X. NEW BUSINESS:

A. Mike Berk, Executive Director/COO, PARTS, led a discussion regarding various problems with current vendors. It was noted that if a member is having problems with a vendor, the member should make the Executive Director aware of same in order to assist the member in resolving the issue.

B. The Executive Committee and Board Meetings scheduled for 2006 – 2007 are as follows:

1st Quarter – Saturday, November 18, 2006 – Pittsburgh

2nd Quarter – Saturday, March 10, 2007 – Harrisburg

3rd Quarter – Saturday, June 2, 2007 – Harrisburg

4th Quarter – Friday, September 14, 2007 – Tentative date and location is to be determined.

XI. NEXT MEETING:

The next meeting of the Board of Directors is scheduled for Saturday, November 18, 2006 in the Pittsburgh area at a location to be determined.

XII. RECESS AND RECONVENING:

Upon motion duly made, seconded and unanimously adopted, the meeting was recessed to a time certain, 5:11 p.m. on Saturday, September 9, 2006, at the same location.

The Board of Directors reconvened at 5:15 p.m. on September 9, 2006 at the Wyndham Harrisburg/Hershey Conference Center.

The Chairman noted that a quorum was present and proceeded with the meeting.

XII. The Chairman stated that pursuant to Article IX, entitled “Executive Committee”, of the Association’s Bylaws, two Directors-at-Large must be elected to serve on the Executive Committee for the fiscal year commencing October 1, 2006. The floor was open for nominations. The following individuals were nominated: Rocco Rossi, III and Doug Reinert. Upon motion duly made and seconded, the following resolution was adopted unanimously:

RESOLVED, that Rocco Rossi, III and Doug Reinert are elected as Directors-at-Large to the Executive Committee to serve for the fiscal year commencing October 1, 2006, or until their successors are duly elected and qualified.

XIII. The Chairman indicated that the local associations have certified their representatives to the Board of Directors for the current fiscal year as of this date as follows:

Eastern	-	Carl Dean
Western	-	Butch Battaglia

XIV. The Executive Director announced the appointment of standing committees for the Association's fiscal year ending September 30, 2007. They are as follows:

Executive Committee (7):

Michael Angelo, Chairman
Ellis Williams, Vice Chairman
Steve Baker, Secretary
Dave Jordan, Treasurer
Joe Gricco, Immediate Past Chairman

Two Elected Representatives

Rocco Rossi, III
Doug Reinert

Legislative/PAC Committee (14):

Ellis Williams, Chairman
Steve Baker, Vice Chairman
Rick Cherico*
Bob Fiegleman
Dave Jordan
Ken Luckock
Scott Malinish*

Frank Mayak
Gene Noll
Roger Novak*
Doug Reinert
Ron Renick
Rocco Rossi, III
Mary Beth Thompson

Insurance & Investment Committee (5):

John Young, Chairman
Steve Baker
Rick Cherico
Harvey Gray
Robert Kegel

Nominating Committee (9):

Joe Gricco, Chairman
Steve Baker
Charlie Bauer
Dave Jordan
Chuck Morrone

Todd Mueller
Ellis Williams
Eastern: Carl Dean
WPADRA: Butch Battaglia

Scholarship Committee (7):

Rocco Rossi, Chairman
Charlie Bauer
Rick Cherico*
Bob Fiegleman

Joe Gricco
Lisa Jordan*
Tina Malinish*

Member Services & Programs Committee (10):

Gene Noll, Chairman
Joe Gricco
Gladys Leshar*
Neal Lubow*
Ken Luckock

Todd Mueller
John Palmer
Scott Romano (Business Partner Rep)
Ron Renick
Mary Beth Thompson

*Non-board members

There being no further business to come before the meeting, the meeting was
duly adjourned at 5:55 p.m.

Respectfully submitted,

Anthony J. Foschi, Secretary
Pro Tempore

:194322