

# **PENNSYLVANIA AUTOMOTIVE RECYCLING TRADE SOCIETY**

## **MINUTES**

### **QUARTERLY MEETING OF DIRECTORS AND ANNUAL REORGANIZATIONAL MEETING OF DIRECTORS**

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 Sheraton Four Points, Mars, Pennsylvania on Saturday, November 19, 2005. The meeting was called to order at 1:30 p.m.

Joseph Gricco, Chairman of the Association, presided. Keith Clark, 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 for the meeting:

Michael Angelo  
Charlie Bauer  
Joseph Gricco  
David Jordan  
James Kreitzer  
Ken Luckock  
Charles Morrone  
Gene Noll  
Ronald Renick  
Rocco Rossi, III  
Ellis Williams

The following Directors of the Association were absent:

Steve Baker  
Butch Battaglia, Western Rep.  
Carl Dean, Eastern Rep.  
Robert Fiegleman  
Robert Kegel  
Todd Mueller  
John Palmer  
Doug Reinert

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

I. 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, 2005. The floor was open for nominations. The following individuals were nominated: David Jordan, Rocco Rossi, III. Upon motion duly made by Renick, seconded by Williams, the following resolution was adopted unanimously:

**RESOLVED**, that David Jordan and Rocco Rossi, III, are elected as Directors-at-Large to the Executive Committee to serve for the fiscal year commencing October 1, 2005, or until their successors are duly elected and qualified.

II. 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 |

III. The Executive Director announced the appointment of standing committees for the Association's fiscal year ending September 30, 2006. They are as follows:

Executive Committee (7):

Joe Gricco, Chairman  
Michael Angelo, Vice Chairman  
Steve Baker, Secretary  
Ellis Williams, Treasurer  
Charles Bauer, Immediate Past Chairman

Two Elected Representatives

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Legislative/PAC Committee (12):

Michael Angelo, Chairman  
Steve Baker, Vice Chairman  
Rick Cherico  
Bob Fiegleman  
Dave Jordan  
Ken Luckock

Scott Malinish  
Gene Noll  
Roger Novak  
Doug Reinert  
Ron Renick  
Rocco Rossi, III

Insurance & Investment Committee (5):

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

Nominating Committee (9):

Charles Bauer, Chairman  
Steve Baker  
Dave Jordan  
Chuck Morrone  
Todd Mueller

John Palmer  
Ellis Williams  
Eastern: Carl Dean  
WPADRA: Butch Battaglia

Scholarship Committee (7):

Rocco Rossi, Chairman  
Charlie Bauer  
Rick Cherico  
Bob Fiegleman

Lisa Jordan  
Jim Kreitzer  
Tina Malinish

Member Services & Programs (5):

Bob Kegel, Chairman  
Gladys Leshner  
Neal Lubow

John Palmer  
Ron Renick

The Chairman noted then that the business for the Annual Reorganizational Meeting of the Board of Directors has been completed, and he now called to order the Quarterly Meeting of the Board of Directors of the Association.

**MINUTES** – The Minutes of the meeting of the Board of Directors dated June 4, 2005 and of the Executive Committee conference telephone call of October 7, 2005 were presented for reading. Upon motion duly made by Williams, seconded by Jordan, the readings of said Minutes was waived, and same were approved as recorded.

**OLD BUSINESS:**

None.

**COMMITTEE AND TASK FORCE REPORTS:**

**I. Executive Committee** – The Executive Director reported on behalf of the Executive Committee as follows:

A. 180 membership renewal statements were sent for the fiscal year commencing October 1, 2005. 105 have paid to date. Second notices have been sent. In addition, 47 Western ARA members are currently paying through Western ARA.

Since the last Board meeting, Mike Berk has visited 16 to 17 yards in the northwestern part of the state. Three old/lapsed members rejoined, and he expects to have three more new members from that trip. He specifically thanked Messrs. Charlie Bauer, Clyde Kendall and Ron Renick for their assistance in these visitations.

He reported on the determination made by the Executive Committee during its conference telephone call of October 7, 2005 with respect to canceling the 2005 Annual Convention.

**II. Charlie Bauer reported on behalf of the Scholarship Committee.** A copy of the Committee's report dated November 19, 2005 is attached hereto and deemed an integral part hereof.

**III. Bob Kegel reported on behalf of the Member Services Committee.** A copy of their report dated November 19, 2005 is attached hereto and deemed an integral part hereof.

After discussion, upon motion duly made by Kreitzer, seconded by Rossi, the following resolution was adopted unanimously:

**RESOLVED**, Unishippers is approved as a Preferred Vendor for the Association's Shipping Program;

**RESOLVED FURTHER**, that Mike Berk, Executive Director/COO, is authorized to enter into an agreement with Unishippers subject to approval of such agreement by Association counsel, which agreement would include the following material terms: (1) competitive, shipping discounts to members; (2) a one-stop shop for any size shipping needs (whether domestic or international); (3) option to schedule and track shipments online; (4) a one percent (1%) rebate to the Association; (5) support by Unishippers as an Associate Member and exhibitor; and (6) quarterly reports to the Association with respect to usage by Association members of the Unishippers program.

**IV. Michael Angelo reported on behalf of the Legislative Committee.** A copy of such report dated November 19, 2005 is attached hereto and deemed an integral part hereof.

Michael Berk reported specifically with respect to the voluntary mercury switch removal program. A Red Alert thereon was recently sent to the members. Two shredders within the state have sent notices to their customers that they expect mercury switches to be removed prior to any vehicles being delivered to their shredders, and they are asking their customers to sign agreements to such effect.

The payment per switch for the voluntary mercury switch removal program has been increased from \$1.00 to \$2.00 per switch.

**V. Bob Kegel reported on behalf of the Meetings and Program Task Force.**

Attached hereto and deemed an integral part hereof is a list of the Task Force members. The Task Force has commenced its work which includes: (1) determine what types of meetings members wish to attend and which they will not attend; (2) to conduct an informal survey of the Board and Committee members with respect to meeting preferences; (3) they will hold a brainstorming session on Saturday, December 3, 2005 in Carlisle to develop a plan with respect to what combination of meetings should be held annually for Members. They expect to have the Plan based on a calendar year.

**NEW BUSINESS:**

A. Michael Berk, Executive Director/COO, distributed a binder to each Board member focused on: Board governance; and a Regional Structure for Board Roles and Responsibilities. He has divided the state into six geographic regions and assigned each Board member to one of these six regions. A copy of the Regional structure and Board Responsibilities and Roles, as well as a Position Description for a Director, is attached hereto and deemed an integral part hereof.

He noted that one of the future expectations of Board members is that they attend and help recruit attendance by other PARTS members at the Annual Lobbying Day, the Mid-Year Expo, and the Annual Conventions. The Board needs to exercise leadership with their Regions. If Board members do not participate in the events, then they really should consider not serving on the Board.

He also wants to focus on membership recruitment and retention at the Regional level, and staff will look to Board members to assist in same in each Region. Staff needs the Board's help and participation in recruiting and retaining members.

B. The Executive Director presented the Directors' Conflict of Interest Policy. Each Board member executed and returned same.

C. The schedule for the 2006 Board meetings is as follows: April 1, 2006 – Altoona (Mid-Year Expo – tentative, Blair County Convention Center); June 3, 2006 – Harrisburg (Budget Agenda item); September 9, 2006 – Harrisburg (Annual Meeting – tentative); November 18, 2006 – Pittsburgh.

Attached hereto and deemed an integral part hereof are copies of the following documents which were distributed during the meeting: (1) current Advertising Rate Sheet and Advertising Contract for the "PARTS Digest", the "Weekly Update" and Web Site Banner Ads; (2) correspondence from Ashley M. Frederick and Donna M. Donahue, scholarship recipients; (3) Executive Director's Report dated November 19, 2005.

There being no further business to come before the meeting, the meeting was duly adjourned at 2:15 p.m.

Respectfully submitted,

Keith A. Clark, Secretary  
Pro Tempore

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