

THE AMERICAN DRIVING SOCIETY, INC.

EXECUTIVE COMMITTEE MEETING

February 1, 2017

The Executive Committee of The American Driving Society, Inc. (“ADS”) held an open meeting via WebEx on February 2, 2017. The meeting was called by Michael Arnold, President of ADS. Proper notice was provided in accordance with Article VII of the Bylaws of the ADS.

The meeting was called to order at 6:11 p.m. Eastern Time by the President. Margaret Grillet called the roll and confirmed that a quorum of members of the Executive Committee were present via WebEx or by phone.

The Executive Committee members in attendance representing a quorum were:

Michael Arnold
Daniel Rosenthal
Margaret Grillet
Ruthie Graves
Elaine Kendig
Natasha Grigg

Attending by telephone or WebEx as guests were: Patrick Cheatham, Heidi Ferguson, Marc Johnson, Diane Koopman, Linda Bennett, Jeffrey Morse, Merridy Hance, Kelly Valdes, Leona Anastasi, John Porter and Honorary Director, Hardy Zantke.

Staff members Stacy Carlson and Louise Rothery were also in attendance.

1. Approval of Minutes.

The President noted that minutes of the Executive Committee meeting held on January 13, 2017 had been distributed for review and asked for any corrections or additions. It was suggested that the minutes note that the entire committee was present at the meeting. As there were no other corrections or additions the minutes of the meeting were approved as corrected.

2. Agenda Changes.

President Arnold reported that “Item 5- Transition Details” and “Item 6 - Driving Derby” on the agenda will not be discussed because there are no prepared reports. Added to the Agenda is a report on Palm Tree CDE.

3. Palm Tree CDE.

President Arnold reported that he attended the Palm Tree CDE to get a sense of what everyone thought about the USE affiliate situation. He said that he heard reports that USE insulted the ADS family and ADS members were not happy. The ADS needs to move forward and he intends to host a town hall meeting soon to respond to questions about the status of the situation.

4. Qualification of ADS in Wisconsin.

Margaret Grillet reported that the ADS qualification in Wisconsin was revoked on October 21, 2015 for failure to file annual reports. This can be remedied by submitting a Certificate of Qualification Application with the appropriate fees to the State of Wisconsin Department of Financial Institutions to re-qualify.

The following motion was made by Daniel Rosenthal, seconded and approved:

That Margaret Grillet is authorized to prepare, execute and submit the Certificate of Authority Application to the State of Wisconsin Department of Financial Institutions on behalf of the ADS and to do all things necessary in connection therewith to qualify the ADS in that jurisdiction.

5. Bylaw Update and Legal Review.

Margaret Grillet gave a report of her search for a New York attorney to help with the task of updated the ADS bylaws to conform to the 2017 New York Not for Profit Law. Her report included information from The New York Council of Nonprofits, Inc., K&L Gates, LLP, Mintz Levin and Mackenzie Hughes LLP. A discussion about each option followed.

The following motion was made by Daniel Rosenthal, seconded and approved:

That Margaret Grillet be authorized to execute the engagement letter from Mackenzie Hughes LLP on behalf of the ADS to update the bylaws to be compliant with New York Law and any other matters that may come up in the future.

6. Remote Meeting Discussion.

Louise Rothery investigated options to improve the accessibility of participants for remote meetings and gave a report on technology options available. President Arnold suggested that upgrading the speakers used for remote participants would solve the issue we are having. Louise will continue to investigate the options.

7. Regional Directors Website Permissions.

Stacy Carlson reported that the Regional Directors want to have access to the Website to update the regional pages. She suggested putting a procedure in place for review and approval of the changes. After discussion, it was agreed that the Regional Directors should have access to their associated web pages and that the changes be reviewed by the Office Staff. If more procedures are needed in the future, new procedures can be considered.

Daniel Rosenthal added that Heidi Ferguson is working on the Trail Guide and has agreed to train another committee member to update that web page to avoid any interruptions of access.

8. Rule Book for Licensed Officials.

Ruthie Graves reported that the ADS Rule Book was provided to the Licensed Officials last year as a perk for attending the Super Clinic. This practice has not been consistent through the years and she suggested that the committee consider approving a practice for distributing rule books to licensed officials.

After discussion, Elaine Kendig made the following motion that was seconded and approved:

That the committee agrees to institute a standing practice of providing the Licensed Officials and Learner Officials with a complimentary rule book at each Super Clinic.

9. New Business.

Natasha Grigg suggested that the dates/location and content of all ADS clinics be published on the Website to encourage auditor participation. After further discussion, Ruthie Graves agreed to discuss this idea with the Licensed Officials Committee to develop a procedure for publishing clinic information and accepting auditors.

Elaine Kendig reported that Suzanne Edwards, a member who is a practicing attorney in Wisconsin, has volunteered to assist with certain matters if needed. After reviewing Suzanne's bio, Elaine welcomed Suzanne (who has agreed to serve) as a member of the Bylaws & Governance committee.

Natasha Grigg reported that as Chair of the Development Committee she received a request for a grant to support a local event. Since the Development Committee no longer processes grants and the procedure is in transition, it was suggested that this request be referred to the Regional Director.

There being no further business, the meeting moved into Executive Session at approximately 7:30.

Respectfully Submitted,

Margaret Grillet, Secretary