

**The Minutes of the Semi-Annual Meeting of the
Board of Directors of the AMCA Foundation, Inc.
February 25, 2010**

The AMCA Foundation, Inc Board of Directors held its 2010 Semi-Annual Meeting on Thursday February 25, 2010 at the Hampton Inn, 19700 US Highway 441, Mount Dora, Florida.

Dennis Craig, Foundation President, called the meeting to order at 4:05 pm. Roger Smith, Secretary, called roll and the following persons were present: President, Dennis Craig, Vice President, Raymond Dhue, Secretary, Roger Smith; Directors, Ted Doering, Jerry Doering, Pete Gagan and Ed Youngblood. Also present was John Wendel, General Counsel. Treasurer, Wanda Winger and Dick Winger Director were absent.

Minutes for Approval. A motion was made by Ed Youngblood to approve The AMCA Foundation, Inc. Minutes of September 4, 2009. The motion was seconded by Raymond Dhue. The vote was in favor 7-0.

A motion was made by Raymond Dhue to approve The AMCA Foundation, Inc. Minutes of November 13, 2009. The motion was seconded by Pete Gagan. Ed Youngblood requested a correction be made in the third paragraph under "*Update concerning the October, 2009 meeting with AACA.*" The correction was made by Roger Smith, Secretary. The vote was in favor 7-0.

Because of a medical emergency, Directors Jerry and Ted Doering were excused from the meeting at 4:20 pm.

Vice President's Report. Raymond Dhue introduced Cynthia Haffey and Mary Newton whom he invited to attend the meeting so they could become more familiar with the AMCA Foundation's activities. Ms. Haffey and Ms. Newton work professionally in the fields of non-profit fundraising and development.

Treasurer's Report. In Treasurer Wanda Winger's absence, President Craig presented the Income and Expense reports as of December 31, 2009. A motion was made by Raymond Dhue to accept the Treasurer's report as presented. The Motion was seconded by Pete Gagan. The vote was in favor 5-0.

Old Business. General Counsel John Wendel reviewed the General Release, Waiver and Indemnity Agreement concerning the winner of the 2009 Antique Motorcycle Giveaway Contest.

The board discussed the Hershey Museum exit plan. Ed Youngblood reported that the AMCA Foundation must have its motorcycles out of the Hershey Museum by the end of March, 2010. Also, a committee of Ed Youngblood, Roger Smith and Pete Gagan was appointed to obtain quotes from companies that specialize in transporting motorcycles.

The Packard Museum Grant and the status of grants in general was discussed but no action was taken.

The status of the 2010 Raffle Bike Project was discussed and it was the consensus of the board not to enter into a raffle in 2010.

The Treasures of the AMCA book project was discussed and Ed Youngblood presented a modified version of the book proposal submitted to the board at the 2009 Semi-Annual meeting of the board, held in Eustis, Florida. After the presentation, Raymond Dhue moved to approve up to \$12,000 for production of the book. Seconded by Pete Gagan. The motion passed 5-0.

New Business

1. The AMCA Foundation Mission Statement was presented by Raymond Dhue.

The mission and purpose of The AMCA Foundation is to educate the public about the history, traditions and innovations of antique motorcycles. Our objectives are:

- *To encourage the finding, preservation, restoration and public display of antique motorcycles*
- *To gather, preserve and make available historical information and memorabilia about antique motorcycles.*
- *To promote public exhibitions, meetings, programs and riding of antique motorcycles*

Pete Gagan moved that *The AMCA Foundation Mission Statement* authored by Raymond Dhue be approved. Ed Youngblood seconded the motion. Motion passed 5-0.

2. Dennis Craig and Ed Youngblood discussed the facility and floor plan for the museum in Newburgh, New York. Ed Youngblood reported the *Fast From The Past* exhibit could be reconstructed in time for a June 1st opening for that museum.

3. The Board discussed the use of the fictitious name "*Antique Motorcycle Foundation*" for marketing and fundraising purposes. John Wendel advised the board that it would be more practical to change the name of the foundation. Raymond Dhue moved that the name "*Antique Motorcycle Foundation*" be adopted. The motion was seconded by Pete Gagan. Following further discussion, Raymond Dhue moved that the original motion be tabled. Pete Gagan seconded. The motion to table the original motion passed 5-0.

4. The board discussed the need to create a foundation communication policy and infrastructure to support better communication. Dennis Craig appointed Pete Gagan, Ed Youngblood and Roger Smith as a committee to develop a draft policy and explore the feasibility of a website prior to the Davenport 2010 meeting.

5. Roger Smith reported that a meeting of midsized motorcycle groups was scheduled for July 8, 2010 during the *AMA Vintage Motorcycle Days* event at Mid Ohio Race Course. The AMCA Foundation has been invited to attend. Ed Youngblood and Roger Smith will represent the Foundation at that meeting.

6. Future AMCA Foundation Board Meeting. President Craig advised the board that the next semi-annual board meeting will be held on September 3, 2010 at 2:00 pm during the Chief Blackhawk Meet, in Davenport, Iowa. The meeting will take place at the Holiday Inn, 909 Middle Road, Bettendorf, Iowa.

7. John Wendel advised the board that while the Foundation has elected officers for 2010, per the Foundation's By Laws, the group's Directors needed to be re-elected for one year. Pete Gagan moved to re-elect the present Foundation board of directors for one year. Raymond Dhue seconded the motion. The motion passed 5-0.

President Craig recessed the meeting at 9:50 pm. The meeting will be reconvened subject to the call of the President.

On Monday, March 7, 2010 at 12:03 pm, by telephone conference call, the AMCA Foundation President Dennis Craig, pursuant to notice extended to each board member, reconvened the board meeting that was recessed on February 25, 2010.

Board Members present were - President Dennis Craig, VP Ray Dhue, Secretary Roger Smith; Directors, Ted Doering, Pete Gagan and Ed Youngblood. Also present was John Wendel, General Counsel. Treasurer Wanda Winger and Directors Dick Winger and Jerry Doering were absent.

Raymond Dhue moved to take from the table the motion to change the name of the corporation to The Antique Motorcycle Foundation. Pete Gagan seconded the motion. The motion passed 5 - 0.

Thereafter, the motion taken from the table, that is the motion to change the name of the corporation to The Antique Motorcycle Foundation, Inc., was discussed and voted upon. The motion passed 5 - 0.

Pete Gagan moved to authorize Raymond Dhue as VP and member of the board, to sign all documents on behalf of the corporation for the purpose of changing the name of the corporation to *The Antique Motorcycle Foundation, Inc.* Ed Youngblood seconded the motion. The motion was discussed.

The motion passed 5 - 0.

Raymond Dhue reported that he is going to communicate with Cynthia Haffey and Mary Newton concerning their proposals for the opening and operation of the museum in Newburgh, New York.

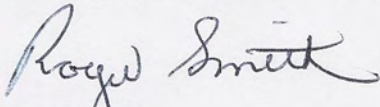
Dennis Craig discussed the logo design for the Foundation. The current logo will be updated to reflect the new name. Ed Youngblood will be working with graphic artists concerning this.

Ted Doering advised the board that he is proceeding with the State of New York applications for approval to use the term "*Museum*" in the title of the location in Newburgh, New York. He reported that they are progressing with the procedures and will notify the board if there are any problems in the application process.

Dennis Craig suggested that when the Museum opens in June, 2010, in Newburgh, New York the Foundation Board members should be in attendance, in conjunction with the Rhinebeck, New York AMCA meet on June 11-13, 2010. The board unanimously agreed. Roger Smith will investigate lodging possibilities for that weekend.

Raymond Dhue moved to adjourn the meeting. Pete Gagan seconded.

The motion passed 5 - 0. The board unanimously agreed. The meeting ended at 12:46 pm

A handwritten signature in cursive script that reads "Roger Smith".

Roger Smith

The Antique Motorcycle Foundation Secretary