

EXECUTIVE BOARD MEETING MINUTES

A regular meeting of the Executive Board of the Family Motor Coach Association was held on Saturday, August 10, 2024, in Redmond, Oregon. The National President and Secretary were both present. National President Gary Milner called the meeting to order at 8:59 a.m. Pacific Time.

Members present:

Gary Milner	National President
Paul Mitchell	National Senior Vice President
Pamela Richard	National Secretary
Barbara Smith	National Treasurer
Phyllis Britz	National Vice President, Eastern Area
Bill Dees	National Vice President, Southeast Area
Dianna Huff	National Vice President, South Central Area
Bob Golk	National Vice President, Western Area
John Jacobs	National Vice President, Midwest Area
Connie Jones	National Vice President, Rocky Mountain Area
Ken Lewis	National Vice President, Great Lakes Area
Dennis Martin	National Vice President, Northwest Area
Bill Newton	National Vice President, Northeast Area
Bob Weithofer	National Vice President, International Area
Rett Porter	Immediate Past National President (non-voting member)

Staff present:

Penny Gortemiller	Director of Chapters and Governance
Pamela Kay	Director of Communications/Publishing (via Zoom)
Larry Pennington	IT Director (via Zoom)
Danielle Powell	Chapter Services Assistant
Aaron White	Director of Membership Services (via Zoom)

President Milner called on Bill Dees for the invocation. Paul Mitchell led the Pledge of Allegiance to the Flag of the United States of America. The National Secretary established that a quorum was present.

National Secretary Pamela Richard reported that unless there were any objections, the reading of the minutes of the previous meeting would be waived. The minutes of the Executive Board meeting held June 1, 2024, were approved as distributed and are available online.

President Milner noted that the committee reports were sent ahead of the meeting and should have been read.

President Milner called on Barbara Smith for the Treasurer's Report (Attachment #1).

Treasurer Smith noted the balance in the investment account and in the checking account, with the assets totaling \$6,019,823. Barbara reported that the commission income and the interest on investments are what has helped keep the association afloat. She commented that the realized gains in the investment

portfolio are money you can spend, and we have. She noted that the investment fees come from the realized gain line item. The unrealized gain in the portfolio does not contain funds that can be spent. Barbara reminded the Board members that in June, the investment advisor stated that if we knew we would need funds following the Redmond convention, we should protect those funds. She noted that we did not pull funds from the account; instead, we moved it to a lesser-earning interest rate option.

She noted that the data from her report was prepared internally by the accounting department. The TechConnect+ program was showing a loss in revenue year to date of approximately \$95,601. The Board members reviewed what goes into the administrative line item for expenses. It was noted that the administrative expenses include salaries, benefits, and a portion of building expenses, including electricity. Paul noted that they would work closely with the controller to know exactly what portion of dues goes into the administration costs.

President Milner reviewed the Hyperion payment processing for the TechConnect+ program. He noted that the company's payment to FMCA was not on a set schedule, which is part of the issue.

Treasurer Smith noted the unexpected expenses for repairs after the flood are approximately \$56,000. Redmond is still anticipated to lose \$400,000. She noted the number of registered RVs is higher than the budgeted estimate for attendance.

Barbara reported that for the period of October 1, 2024, to June 30, 2024, revenue was \$6,198,562; expenses were \$6,860,120*; with a loss of \$661,559. Barbara noted that there was an error in the report, and she would have it corrected.

Barbara distributed the quarterly report and said it was a snapshot only. She reminded Board members that this information is on the Treasurer's tab on the website. Barbara also reviewed several pages from the Treasurer's Report in the Governing Board booklet, noting what she would be reporting to the Governing Board.

Bob Weithofer moved to accept the Treasurer's Report. The motion was seconded and carried.

President Milner called on Chairman Harry Hentschel for the Member Services Committee Report (Attachment #2).

On behalf of the Member Services Committee, Harry Hentschel moved to approve the Briter Battery proposal as presented. The motion was seconded and discussion followed.

Harry highlighted the key points of the proposal, which has been vetted by staff and the Member Services Committee, as follows: Will provide a minimum 10% discount on lithium batteries; exclusive pricing on installation; and an FMCA-exclusive warranty. Briter is committed to supporting FMCA through attendance at conventions and area rallies. They are committed to conducting seminars at conventions and area rallies. They will also provide demonstrations of the products, and additional instruction/information on how to pair with the solar products. FMCA members may also have an opportunity to test future Briter products. This benefit is available to all FMCA members, including Canadian members. Briter lithium-ion batteries and solar products should be desirable for all members, regardless of type of RV, and also to the prospective member target market. ***The motion carried.***

* Expenses were \$6,858,453, with a loss of \$659,891.

On behalf of the Member Services Committee, Harry Hentschel moved to approve the RV Roof Coating proposal as presented. The motion was seconded and discussion followed.

Harry reported the key points of this proposal, which have been vetted by staff and the Member Services Committee, are as follows: FMCA members will receive a \$100 discount on any complete installation. Non-FMCA members will receive a one-year FMCA membership paid by RV Roof Coating. Military veterans and first responders will receive an additional discount. RV Roof Coating has a nationwide mobile service provided where the member is. Products and services have a 10-year warranty. They have and will continue to participate in conventions. This member benefit is available to all FMCA members, including Canadian, if service is provided in the continental U.S. ***The motion carried.***

On behalf of the Member Services Committee, Harry Hentschel moved to approve the SoftStartUp proposal as presented. The motion was seconded and discussion followed.

Harry noted the key points of this proposal, which have been vetted by staff and the Member Services Committee, are as follows: This is the same provider that we have a partnership with for the company's SoftStart product. The new product is plug and play with no installation required. FMCA members will receive an additional \$50 discount from the website price of \$795, for a net cost of \$745. MSRP is \$1,295. FMCA will receive a \$50 commission on each sale to members. The company will participate in conventions, and the benefit is available to all FMCA members, including Canadian. ***The motion carried.***

The Member Services Committee report was accepted for file.

President Milner called on acting chairman Bob Weithofer, for the Policy and Procedure Committee Report (Attachment #3).

On behalf of the Policy and Procedure Committee, Bob Weithofer moved to approve Policy and Procedure #3005, Area Rally Registrations, as amended. The motion was seconded and discussion followed.

Bob noted that the amendments are being recommended to add a fee for the national office to process each area rally registration. This fee is to be set by the Executive Board annually at budget time. The area registration charge will be billed to the area. A question was raised regarding the credit card processing fee. Bob noted that the P&P does not address the processing fee. It was reiterated that the Executive Board would establish the registration fee each year during the budgeting process for the next fiscal year. It was noted that it is an area decision whether to have the National Office process their registrations. ***The motion carried with one opposition from Dennis Martin.*** Dennis noted his reason for voting no was because some areas cannot afford it.

On behalf of the Policy and Procedure Committee, Bob Weithofer moved to approve Policy and Procedure #3011/B, Chapter Bylaws Format, as amended. The motion was seconded and discussion followed.

Bob noted that the amendments came as a recommendation from the Constitution and Bylaws Committee for wording clarity. He noted that the Pathfinder membership category does not count toward chapter certification numbers. ***The motion carried.***

On behalf of the Policy and Procedure Committee, Bob Weithofer moved to approve Policy and Procedure #2005, Executive Board, Nominations and Elections. The motion was seconded and discussion followed.

Bob reported that this policy and procedure is Governing Board approval; however, the suggested amendments will not be presented to the Governing Board for approval in Redmond because the amendments did not meet the deadline for that. He noted amendments are being added to clarify what happens if a candidate cannot be found to run for Area Vice President. He said there was also no written process for dissolving an Area Association. Bob noted that they were charged by the Constitution and Bylaws Committee to develop a procedure that would accomplish the goal. He also noted that if the position is vacant, the area has no vote on the Executive Board. The timeline was discussed. Some Board members noted that 30 days was insufficient time. One Board member said he felt that this was an attempt to get rid of the areas. Bob assured the Board members that the committee looked at an honest way to solve the problem. Bob pointed out that the request for nominations goes out in January, so the timeline is well more than 30 days to find someone to fill the vacancy. Other Board members noted that an officer should be looking for a replacement shortly after taking office. It was noted that the position includes term limits, which could be removed as another option to solve the issue. One Board member suggested sending this back to the committee.

Bob indicated that the committee would need guidance from the Executive Board as to what to change if the P&P is referred back to the committee. Phyllis noted that in the Eastern Area, the senior vice president is elected by chapter presidents; however, their bylaws are changing. Bob said that they could amend the timeline instead of returning the P&P back to the committee.

Paul Mitchell moved to amend the timeline from 90 days to 120 days after the Annual Membership Meeting. The amendment was seconded and discussion followed.

The motion carried with 8 votes “yes,” from Dennis Martin, Dianna Huff, Paul Mitchell, Barbara Smith, Connie Jones, John Jacobs, Bill Newton, and Bob Golk; 3 votes “no,” from Phyllis Britz, Bill Dees, and Bob Weithofer; and 1 abstention from Ken Lewis.

The rationale for voting “no” was too much time for the process to take place, not enough time for the process to take place, the associated items being included such as remaining assets being sold.

President Milner clarified that the motion on the floor is to approve P&P #2005, as amended, to change the timeline to 120 days.

One Board member noted the importance of the situation, pointing out that the P&P states the area will go away.

A roll call vote was taken:

Phyllis Britz abstained.
Bill Dees voted yes.
Bob Golk voted yes.
Dianna Huff voted yes.
John Jacobs voted yes.
Connie Jones voted yes.
Ken Lewis abstained.

Dennis Martin voted no, stating his preference is to send it back to committee.
Paul Mitchell voted yes.
Bill Newton voted yes.
Pamela Richards voted yes.
Barbara Smith voted no, stating she doesn't feel 120 days is enough time.
Bob Weithofer voted yes.

The motion, as amended carried, with 9 votes "yes," 2 votes "no," and 2 abstentions.

On behalf of the Policy and Procedure Committee, Bob Weithofer moved to approve Policy and Procedure #3000, Area Associations. The motion was seconded and discussion followed.

Bob noted that the amendments are being recommended by the Constitution and Bylaws Committee and the Policy and Procedure Committee. He also noted that the title of the P&P is changing, and a new category for dissolving an Area Association will be added. Bob said there were no written procedures to dissolve an Area Association. He also noted that the Areas could be dissolved for three reasons. The first being that the Review Council could make the recommendation; and the Area could vote to dissolve; or if the Area was not able to find a person to run for office. It was reported that this is a last-ditch effort that would result if no representative was elected. It was also noted that chapters select their area of representation in their own chapter bylaws.

Ken Lewis moved to amend paragraph 3, to add the words "and the Immediate Past President of the dissolved area" between the word "Board" and the word "to", so the sentence reads as follows: "Chapters shall be distributed by the Executive Board and the Immediate Past President of the dissolved area to other areas of FMCA, including the International Area, until such time as the Governing Board can review the distribution." The amendment was seconded.

This amendment would allow the Area's Immediate Past Area President to have a say on where the chapters go. It was noted that if the chapters identify with a different area, they could state that area in their bylaws.

A roll call vote was taken:

Bill Dees voted yes.
Bob Golk voted yes.
Dianna Huff voted yes.
John Jacobs voted yes.
Connie Jones voted yes.
Ken Lewis voted yes.
Dennis Martin abstained.
Paul Mitchell voted yes.
Bill Newton voted yes.
Pamela Richards voted yes.
Barbara Smith voted yes.
Bob Weithofer abstained.
Phyllis Britz voted yes.

The amendment carried.

President Milner clarified that the motion on the floor is to approve Policy and Procedure #3000, as amended.

A roll call vote was taken:

Bill Dees voted yes.
Bob Golk voted yes.
Dianna Huff voted yes.
John Jacobs voted yes.
Connie Jones voted yes.
Ken Lewis voted yes.
Dennis Martin voted present.
Paul Mitchell voted yes.
Bill Newton voted yes.
Pamela Richards voted yes.
Barbara Smith voted no, stating she does not agree with selling the area's remaining assets.
Bob Weithofer voted present.
Phyllis Britz voted no because she agrees with Barbara on the assets.

The motion carried.

On behalf of the Policy and Procedure Committee, Bob Weithofer moved to approve Policy and Procedure #4010, FMCA Review Council. The motion was seconded and discussion followed.

Bob Weithofer reported that this amendment is being recommended by the Committee as a reference for dissolving an Area Association. ***The motion carried unanimously.***

On behalf of the Policy and Procedure Committee, Bob Weithofer moved to approve Policy and Procedure #3001, Area Rallies. The motion was seconded and discussion followed.

Bob reported that some of the amendments are clerical and others are being recommended by the Committee to clarify the change to the frequency of the magazine (from 12 monthly issues to 6 issues per year) and to strike out the reference to the prize package. ***The motion carried.***

President Milner accepted the report for file.

There was no unfinished business.

Under new business, President Milner asked for any additional dates to add to the Area Rally/Convention/Show Schedule as presented.

John Jacobs noted that the only dates available for the Midwest Area Rally for 2025 are June 15-22, 2025, in Elkhorn, Wisconsin, but that those dates conflict with the Northwest Area Rally. He noted those dates have not been confirmed. John said it also depends on whether the Governing Board votes to proceed with a July convention next year. No additional action was taken.

President Milner noted the difficulty in trying to get some of the rally facilities to change contracts to have equal liability wording. He noted that he had quite a few rallies where he had to give permission to

issue the certificate of insurance even though the wording was not ideal. It was reported that the procedure chapters are currently following is working. This procedure will continue to be followed.

Bob Weithofer moved to approve the confidential attorney-negotiated agreement that has been finalized to release the CEO from employment. The motion was seconded and carried unanimously.

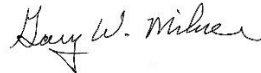
Bob Weithofer moved to form a Governance Committee to investigate possible modifications to the governance structure of FMCA. The Committee shall consist of the Chair and one other member each from the Constitution and Bylaws Committee and the Policy and Procedure Committee. The President may add up to three additional members with consent of the Executive Board.

The charge to the committee is to recommend changes to the governance structure that will increase responsiveness, extend election of officers to all members, facilitate the use of effective electronic meetings at all levels, and include a plan with a timeline for implementation. The Committee report would be due six months after the date of establishment of the committee. The motion was seconded and carried.

The meeting was adjourned at 4:41 p.m.



Pamela Richard
National Secretary



Gary Milner
National President

Treasurer's Report, For August 10, 2024 for the period through June 30, 2024

A 10% correction in the market was widely predicted and is underway as I write this. That means we can lose as much as \$610,000 in investments before the new fiscal year. RV sales continue to contract.

A recent decline in membership has reduced available revenue to pay bills but 6 weeks of a downturn is not enough for a doomsday perspective for yearend. The data for this report was prepared internally by our accounting department. TechConnect is showing a loss to revenue year to date of approximately \$100k inclusive of the overhead and accounting for the savings of Hyperion. The magazine continues to be the loss leader. We spent over \$56,000 on net unexpected expenses for the sump pump repair and flood repair as expenses keep mounting as the project progresses. We still anticipate a loss on the Redmond convention over \$400,000 once overhead is added to the expense of setting up and executing the convention, even at 723 registered RVs. This number is higher than the budgeted estimate for attendance.

For the period October 1, 2024 to June 30, 2024: Revenue is \$6,198,562; Expenses were \$6,858,453, the loss was (\$659,890). And Change in net assets was (\$6,140).



National Treasurer

513-349-2878

**MEMBERSHIP/MEMBER SERVICES COMMITTEE
REPORT TO THE EXECUTIVE BOARD
AUGUST 10, 2024**

A meeting of the Member Services Committee of the Family Motor Coach Association was held on June 27, 2024, by video conference. The committee is forwarding the following recommendations to the Executive Board:

1. To recommend to the Executive Board to approve the Briter Batteries proposal as presented. The key points of this proposal, which has been vetted by staff and the Member Services Committee, are as follows: Will provide a minimum 10% discount on Lithium Batteries; exclusive pricing on installation; and an FMCA exclusive warranty. Briter is committed to supporting FMCA through attendance at conventions and area rallies. They are committed to conducting seminars at conventions and area rallies. They will also provide demonstrations of the products, and additional instruction/information on how to pair with the solar products. FMCA members may also have an opportunity to test future Briter products. This benefit is available to all FMCA members, including Canadian members. Briter Lithium-Ion Batteries and Solar Products should be desirable for all members, regardless of type of RV and also to the target market.

2. To recommend to the Executive Board to approve the RV Roof Coating proposal as presented. The key points of this proposal, which have been vetted by staff and the Member Services Committee, are as follows: FMCA members will receive a \$100 discount on any complete installation. Non-FMCA members will receive a one-year FMCA membership paid by RV Roof Coating. Veterans and First Responders will receive an additional discount. They have a nationwide mobile service provided where the member is. Products and services have a ten-year warranty. They have and will continue to participate in conventions. This member benefit is available to all FMCA members, including Canadian, if service is provided in the continental U.S.

3. To recommend to the Executive Board to approve the SoftStartUp proposal as presented. The key points of this proposal, which have been vetted by staff and the Member Services Committee, are as follows: This is the same provider that we have a partnership with for their SoftStart Product. The product is plug and play with no installation required. FMCA members will receive an additional \$50 discount from the website price of \$795, for a net cost of \$745. MSRP is \$1,295. FMCA will receive a \$50 commission on each sale to members. Will participate in Conventions and the benefit is available to all FMCA members, including Canadian.

**POLICY AND PROCEDURE COMMITTEE
REPORT TO THE EXECUTIVE BOARD
AUGUST 10, 2024**

A meeting of the Policy and Procedure Committee was held on June 25, 2024, via Zoom conference. The committee is forwarding the following recommendations to the Executive Board:

The committee recommends amendments to the following P&Ps:

1. P&P #3005, Area Rally Registrations

Executive Board Approval Level

Amendments are being recommended to add a fee for the national office to process area rally registrations. This fee is to be set by the Executive Board annually at budget time.

2. P&P #3011/B, Chapter Bylaws Format

Executive Board Approval Level

Amendments are being recommended by the Constitution and Bylaws Committee for wording clarity.

3. P&P #2005, Executive Board, Nominations and Elections

Governing Board Approval Level*

Amendments are being added to clarify what happens if a candidate cannot be found to run for Area Vice President, as a reference for dissolving an Area Association.

4. P&P #3000, Area Associations – Creation and Operation

Governing Board Approval Level*

This amendment is being recommended by the Constitution and Bylaws Committee and Policy and Procedure Committee. The title of the P&P is changing and a new category for dissolving an Area Association is being added.

5. P&P #4010, FMCA Review Council

Governing Board Approval Level*

The amendment is being recommended by the Committee as a reference for dissolving an Area Association.

6. P&P #3001, Area Rallies

Executive Board Approval Level

The amendments are being recommended by the Committee to clarify the timing of the magazine change and to strike out the reference to the prize package.

** Proposals to amend the Governing Board Approval Level P&Ps were not received by the deadline to present them to the Governing Board in 2024. They will be held until the 2025 Governing Board meeting.*