

## Consultants Council

Minutes of 2/20/04 Board Meeting

Time: 9:00 AM

Meeting Place: THEhotel at Manadalay Bay / Las Vegas, NV

Board Members Present: Charlie Davis, Lisa Harrison, Mark Bilyeu, Ray Armstrong, Wade Brown, Kerry Malone, Larre Sloan, Denise Lucas

Quorum: Yes

Guests / Members: Howard Armstrong from IRWA

### **I Introductions and overview by Charlie Davis**

### **II. Treasurer's Report by Mark Bilyeu**

- Handout provided by Mark Bilyeu on file with Secretary
- Total Balance of \$1,652.59
- Motion to accept by Wade Brown, Second by Kerry Malone – consensus acceptance
- Mark Bilyeu to provide accounting records to IRWA for upcoming audit

### **III. Discussion on Incorporating**

Larre Sloan provided handout (on file with Secretary) outlining his proposal for the Council incorporating. Brief description is as follows:

- Organize as a non-stock/non-profit corporation and apply for tax exempt status with the IRS as a IRC 501{c}6 organization
- Recommended incorporating in Delaware due to popularity and user-friendliness
- Must choose a naming convention such as “association”, “company”, “corporation”, etc.
- File with the IRS for tax exempt status. IRWA is fiduciary oversight of the organization and must see evidence of this status.
- Bylaws must be revised to facilitate this process
- Annual returns – outside firm or duty of a registered agent; Larre to research to see if the desired registered agency would do so as part of the service.

Motion made by Kerry Malone, second by Mark Bilyeu to:

- The Right of Way Consultants Council to incorporate in Delaware for a fee of \$120, with \$25/year filing fee as a 501{c}6 organization as the Right of Way Consultants Council, Inc.
- Discretionary authority to Larre Sloan to complete this process up to \$1000

Motion carried with consensus acceptance.

### **IV. Progress / Assignment for AASHTO**

- Mark Bilyeu stated he had only received a few responses to insurance carriers in the industry for him to put feelers out for possibly presenting proposals to the Council. He was able to obtain a couple of underwriters, through a broker, who are ready and willing to propose possibilities for providing general/liability/workers comp through the Council where members would receive a discount.

- It was decided to use the afternoon session to discuss this further as well as finalize plans for the AASHTO presentation.

#### **V. Website Discussion**

- Lisa Harrison advised of recurring problems she is experiencing with the website, most particularly the voting of members. This was concurred by the group.
- Further discussion was had concerning possible revisions that needed to be made that would be more user-friendly for applicants and advising the board for discussion when applications are filed.
- Ray Armstrong advised there were certain areas that Quixon would have to tweak but others may be considered changes that would be outside the original scope of costs. He was to review with Quixon and get back with the board with his findings.

#### **Adjourn for Lunch**

#### **VI. AASHTO Discussion**

- Discussion ensued over how the Council's segment at AASHTO would occur in conjunction with the insurance discussion.
- Mark Bilyeu reported on his findings with an insurance broker who had a couple of underwriters ready to present / research insurance possibilities for this industry. Things to be considered were risk associated with the industry, size and income of companies involved, potential areas of liabilities, etc. The board brainstormed of risks that could be associated with the industry and means to minimize them that would be appealing to an underwriter
- A conference call was made to the broker Mark Bilyeu was dealing with, for a question / answer session. The results of this were that information needed to be obtained on the industry as a whole for an underwriter to purview before attending the AASHTO conference and for individual company information so an underwriter could realize a more particular proposal to present.
- It was decided by the board to present a description of the industry, along with a typical scope of services for public and private sector clients, and member information so that the underwriters present at AASHTO could present back to the Council their understanding of the industry, what areas are of concern, answer questions, etc. that would enable a better understanding for presenting proposal to the Council in June at IRWA for what type of insurance could be offered and at what cost. Wade Brown was to provide this information for public sector and Kerry Malone was to provide the information for the private sector. To protect the confidentiality of member information, a form would be devised asking questions normal to seeking insurance that would be submitted directly to the broker with full confidentiality.
- Mark Bilyeu would be confirming attendees to the AASHTO meeting so a formal agenda and presentation could be sent to Council and prospective members prior to AASHTO.

## **VII Next Meeting**

The next board meeting is to be held on May 9, 2004 in Seattle. This is the Sunday before the conference where the board will meet with the insurance carriers that will be in attendance in the Council session slated for the 10<sup>th</sup>. Information on the meeting place will be later posted on the website for board members and any Council members wishing to attend.

Motion by Charlie Davis to adjourn, seconded by Wade Brown at 3:15pm.