

## Consultants Council

Minutes of 5/9/04 Board Meeting

Time: 1:00 PM

Meeting Place: Sheraton / Seattle, WA

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

Quorum: Yes

Guests / Members: Howard Armstrong from IRWA, Dave Ferguson – Member, Bill Orcutt – North American Group Insurance

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

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

- Handout provided by Mark Bilyeu on file with Secretary
- Motion to accept and seconded – consensus acceptance

### **III. Update Incorporating / Bylaws / Formal Break from IRWA**

- Charlie Davis gave an update on the status of incorporating he received from board member Larre Sloan, that formal application had been made and a taxpayer identification number had been assigned.
- Discussion by the board on updating bylaws to reflect necessary information in accordance with the incorporating, i.e. fiscal year, budgetary year. This was further discussed in relation to upcoming dues and voting for board. It was previously discussed that dues would be due and voting would occur at the annual IRWA convention however most dues were received by charter members originally in a different month. Upon research with original secretary Michael Mitchell, it was intended by the board for dues and voting to occur prior to the IRWA convention therefore the board would consider a budgetary year be May 31 of each year. For record purposes and scheduling, Wade Brown motioned that every year on May 1, nominations would be taken for voting on May 15 and tabulation on June 1. This motion was seconded with consensus favor. Lisa Harrison made the motion that all dues would become due by June 1, which need not be in accordance with the fiscal year requirements that may or may not be defined in our incorporation articles. This was seconded with consensus favor. Charlie Davis added a motion for anyone applying as a member subsequent to that date, payment would be prorated. This motion was seconded with consensus favor.
- Charlie Davis stated that since the May 1 date had passed, this year's nomination period would extend to May 23 and the voting period would have to be shortened from May 24 to June 1 so that the new board members could fulfill their roles at the next annual meeting at the IRWA convention. Ray Armstrong and Charlie Davis are to meet tomorrow, 5/10/04, to construct a notice to all members of the nomination and upcoming vote.
- Charlie Davis requested the board consider formal date to officially break from the IRWA. After discussion by the board, a motion was made by Wade Brown that midnight of May 31, 2004 the Right of Way Consultants Council officially

break from the IRWA. This motioned was seconded by Mark Bilyeu with consensus favor.

- Charlie Davis inquired to IRWA representative, Howard Armstrong of his thoughts on this official move and any requirements needed beforehand. Mr. Armstrong advised he would need corresponding bank accounts from IRWA and the new one the council has set up that will support the IRWA account a 0 balance and the new account having a balance that corresponds with the previous IRWA account. In essence, the money shown in the IRWA account must be properly transferred to the new council account so that proper accounting of funds is given which is supported by the bank statements.

Additionally, the mutual agreement originally discussed between the IRWA and the Council would need to be drafted. This agreement would outline the cooperative initiative between the two groups that the website and log will remain with the Council, that access and a forum for the Council will be provided at the annual IRWA convention and that the Council would have to deal directly with AASHTO and others if seeking a forum at those conventions. Mr. Armstrong is to provide Charlie Davis with an example of the Mutual Agreement so that one can be created in familiarity with IRWA and submitted for official acceptance at some time after June 1, 2004.

#### **IV. Website Discussion**

- Ray Armstrong advised the previous concerns brought by the board are still being worked on by Quixion.
- Ray Armstrong also brought up concern over use of the websites and the lack thereof in the discussion forums. After much discussion by the board on possibilities to encourage usage of the site, a motion was made by Mar Bilyeu for a sunset amendment to the previous bylaw on the limit of member users to be unlimited with the time expiring at the end of the year. At that time, it will be reevaluated. This was seconded by Kerry Malone who added notification of this must be given to all members immediately, with consensus favor.

#### **V. E & O Insurance Discussion / Agenda for Monday's meeting**

- Bill Orcutt of North American Group gave the board an overview of the areas concern he received from underwriters regarding the right of way profession and discussed with the group how tomorrows meeting should go. Discussion was given by the board on the particular areas Mr. Orcutt brought up and why there should not be concern.
- Charlie Davis advised Mr. Orcutt of the agenda the board desired to follow in tomorrows meeting. Mr. Orcutt provided an example application he was looking for each member to complete so that he could take it back to the underwriters who could then attend the IRWA convention in Philadelphia with a better understanding of the industry and possibly illustrate a proposal for cost savings through the council to the members.
- This application was perused by the board with Mr. Orcutt pointing out why some sections of the application should not apply and where additional definitions

should be given for what positions or responsibilities are. It was decided that each member of the council could have different definitions of classifications and the work entailment, therefore the board and Mr. Orcutt decided to pass the application out to the members in tomorrows meeting with the direction that each application should be filled out where appropriate, in the members opinion, and explanation given to the side that would support such an opinion to the underwriter. It is hoped all this information would be given to the underwriters who will be at the meeting in Philadelphia and educate them better to our industry.

## **VI Next Meeting**

The next board meeting is to be held on June 20, 2004 in Philadelphia. This is the Sunday before the IRWA conference. 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 4:00pm.