

## Consultants Council

Minutes of 9/25/03 Board Meeting

Time: 9:00 AM

Meeting Place: Octavius Room / Caesar's Palace / Las Vegas, NV

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

Quorum: Yes

Guests / Members: Howard Armstrong from IRWA; Bill Tannenbaum, Denise Lucas and Larry Castellanos from Associated R/W Services, Inc.; Ben Ward from PBS&J

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

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

28 charter members - \$14,000 budget

paid \$11,700.54 for website and meeting expenses

balance :\$3238.52 ( doesn't include final payment below or this meetings expense)

Quixion final bill \$918.75 motion to pay by Wade Brown, seconded by Kerry Malone – motion approved unanimously

\$902.00 for this meeting room for 9/25 and 9/26 meeting

### **III Approval of Minutes**

Mark Bilyeu moved to accept minutes of last meeting, Lisa Harrison seconded – motion approved unanimously to put minutes from last meeting on website.

### **IV Website Discussion**

**Ray Armstrong 10:00 AM**

- Mark Bilyeu stated difficulty finding the link to the recent Pipeline Course on the IRWA site. Howard Armstrong will be looking into and forwarding link information for those interested.
- Lisa Harrison wanted clarification on past error messages she was receiving when voting on recent issues and user applicants. It was discovered that the first no vote by board member voids the vote and all subsequent voters would received an error message. Ray Armstrong to look into the matter to clarify to the board user.
- Charlie Davis brought up request from Michael Mitchell that posting for board voting and an applicant's user ability be immediate versus the current delay programmed now. Ray Armstrong also supported changing the post time to be more immediate. No objections by the board to change the post time.
- Immediacy of registered users – Ray Armstrong pointed out some concerns that may occur for a user applicant having immediate usage versus waiting for approval by the board. Charlie Davis proposed allowing immediate usage by an applicant until a no vote comes by the board and then the user would be shut down from using the site until final approval by the board.

Discussion ensued on this proposal or to decrease the voting time for the board to 48 hours. A motion was made by Wade Brown to support immediate usage by an

applicant and that their usage ability be denied upon any no vote from the board within 48 hours from posting. This was seconded by Mark Bilyeu. Motion passed unanimously.

- Charlie Davis added Marketing to the last item of the day's agenda as well as an item in tomorrow's membership meeting.

Mark Bilyeu brought up reminder of previous meeting discussions regarding marketing, i.e. letters of intro to DOT's and other public agencies. Lisa Harrison summarized meeting from KC was poorly attended and feedback was to move on to marketing strategies from focus on the website; start showing members the benefit of the membership

Discussion items: Ray Armstrong discussed the idea of electronic notification; Kerry Malone discussed sending form information letter about the Council that could be sent out by individual companies as a mass marketing tool.

- Next item of discussion: weight of *Experience* vs. *Authorized* in website search results engine. Should search criteria of website be reversed to show rankings by experience first versus authorization? Discussion by the board that authorized members were showing up on any kind of search where experienced would not be as generic. It was agreed that weighting on search info would be a discussion item in the discussion forum on the website and also discussed in tomorrow's meeting.

## **V IRWA IEC Position Regarding Council by Howard Armstrong**

Howard Armstrong from IRWA was present to state the IEC's position on the future of the Council. Mr. Armstrong defined IRWA's proper corporate identity as a 501C6 corporation and guidelines they must follow to adhere to the IRS code for such entity. This past February an audit raised question again about the Council and its conformity under the IRWA umbrella due to differences on how the Council operates i.e. votes its own board versus being appointed by the IEC, handles its own treasury, disbursement of funds, means of obtaining funds, etc. IRWA now requires copies of bank statements, checks and income received which Mark Bilyeu has complied. The new IEC is now concerned over this and desire knowing the Councils future direction. The options for decision would be:

1. ROW Council have to become a committee of IRWA. Money would have to be housed and under control of IRWA. Any decision by the council would have to be brought to the exec. Committee for final approval
2. Council to separate from IRWA and incorporate as own identity.

Mr. Armstrong confirmed IRWA is not seeking to severe the relationship. It is there desire, should the Council decide to become independent, that the Council and IRWA

could still work together under such means as a Memorandum of Agreement or Understanding much like is done with other professional groups associated with IRWA. This would be beneficial to the Council as the IRWA could still provide things such as booth space at the annual conference, links to the Council, etc. based on the relationship that would exist.

A question was asked by the board as the difference between the Council and chapters of the IRWA. Mr. Armstrong clarified that chapters are a subset of the organization as viewed by IRS due to the fact IRWA reports their income, they conform to the bylaws of IRWA and everything is controlled by IRWA under their umbrella. The council on the other hand differs in that membership is for companies not individuals, different governing board, how money is raised, goals of the council. An example given was the Council will allow revenue from advertisement where IRWA cannot receive income from ads that exceed the cost of the magazine in accordance with IRS rules

Discussion by the board: Mark Bilyeu brought up concern over funding whereabouts if not part of IRWA. He also inquired to Mr. Armstrong if the IRWA considered changing their position in conjunction with changes in the industry. Mr. Armstrong replied that they have in that they have created new membership for government agencies and are considering corporate membership for the future. Lisa Harrison reminded the board that the original vote at the beginning was that the Council would go on its own due to freedoms that IRWA does not advocate i.e. lobbying, fund management. However, money was an issue and it was decided to be ad hoc to IRWA for funding purposes on a temporary basis until a decision could be made.

Mr. Armstrong reiterated that IRWA is not giving an ultimatum for a decision or a definite time frame for Council response. He stated that at some point in the future the Council would have to make a decision for a formal determination of where it stands with IRWA.

Adjourn for lunch.

## **VI Constitution and by-laws; thoughts about the organization with respect to the IEC's position**

- Discussion ensued over revising the bylaws, if the decision is made to go independent from IRWA and for what type of corporation the Council would be upon separation. It was determined that it would be premature to discuss particular by-laws if the Council is near making a decision on separating from the IRWA.

Mark Bilyeu motioned to table acceptance of bylaws until such date a decision is made regarding changing status with IRWA seconded by Kerry Malone – motion unanimously passed

- Discussion on goals / items that should be outlined for discussion in tomorrow's meeting

Lisa Harrison proposed presenting 3 agenda items as priorities for accomplishment:

1. usage of the website
2. marketing to potential members
3. marketing to potential users

Charlie Davis appointed Kerry Malone to be in charge of creating marketing letter for membership review in hopes such letter could be sent to each individual member's client, on the individual member's letterhead promoting the Council.

- Agenda issues for 9/26 meeting as presented by Charlie Davis:
  1. Intro and past achievements
  2. Howard Armstrong to present position of IEC;
  3. Discussion on licensing by Darrell Knobbe of OR Colan
  4. Website discussion by Ram Armstrong
  5. Insurance issues (gen liability, health and e/o)
  6. Marketing

## **VII Approval of Additional Expenses for the meeting**

Motion by Lisa Harrison to reimburse Charlie Davis \$902 of additional expense for reservation of this meeting and tomorrow's general meeting which will be submitted back to IRWA for reimbursement under allotted funds for the council.

Motion by Charlie Davis to adjourn, seconded by Wade Brown at 2:50 pm