

**Board of Directors Meeting
February 24, 2023
Margaritaville, Hollywood, Florida**

Meeting called to order by President Bruce Reich at 9:15 AM (following some difficulties getting ZOOM connections established).

Attending in-person: Mike Groves, Alex Syntax, Directors, Greg Sowers, Treasurer, Art Smith, Executive Secretary, Nelson Melvin, Guest.

Note: Janice McGuirt, Director, had thought she could have Nelson vote for her as she had a schedule conflict. Art will get together with her later today to explain how to provide a proxy vote.

Attending via ZOOM: Ram Alejandre, Director; Richard Staiano, Director; David Wilcox, Director

Minutes for 10/24/2022, held in Biloxi, MS., had been emailed to all board members previously. Printed copies were provided to those attending in-person. Mike Groves motioned they be approved, seconded by Greg Sowers. Motion carried.

Treasurer's Report made by Greg Sowers. Cash in bank @ 12/31/22, \$80,469.50. 2022 had \$36,341.51 revenue with a net of \$14,727.68. Greg provided detailed reports to those in attendance. Motion to approve report by Alex Syntax, Seconded by David Wilcox. Motion carried. Greg advised that 2023 invoices were sent out and Mike Groves had paid within 3 minutes. Other payments are coming in.

Art will provide copies of the Treasurer's Report with the transmission of these minutes for the benefit of those attending via ZOOM and those directors unable to attend.

Committee Reports:

Audit – Art provided printed audit reports to those in attendance. He reported that all was in order with cash on books matched to depositories and revenue matched with membership roles.

Art will provide copies of the Audit Report with the transmission of these minutes for the benefit of those attending via ZOOM and those directors unable to attend.

Convention - Mike advised that the 2022 convention went well. The hotel was easy to deal with and the great vendor support of many of the meals enabled us to come in way under budget. There were some difficulties with meal reservations due to small town atmosphere. Bruce Reich advised that his daughter, Jessica, enjoys working on those kinds of arrangements and would be glad to assist in the future.

Mike advised that he thought things were working out fine on the 2023 convention with the Hilton Anatole Hotel in Dallas, which was suggested as best by Justin Morisak, until last week when our information was sent to the catering supervisor. They now claim that there are no rooms available. He suspected it was because they wanted more catering. There was much discussion on other locations (which would be farther away from the shops we will visit) and David and Mike will confer and advise. There was discussion about renting a meeting room venue outside of whatever hotel we use for one day for classroom activities and using the hospitality suite for other activities and board meetings, as well as have some net working and team building activities remote from the hotel.

Venues were discussed for 2024 and 2025. Alex said he would help set one up in St. Thomas for 2024 and Greg advised he would help set one up in Cabo or another island location in 2025.

Convention Education – There was discussion about subjects to consider for convention education. A couple of suggestions were brought up. Paints are often changing so perhaps we should review OEM practices and share what we are all doing, as well as current methods and products available. Also training on new methods of nameplates for compressors was suggested. It was also

Website/Member Forum – David advised he would arrange the session on uses and ways to benefit from the website at the general meeting mentioned earlier under Convention 2023.

Old Business – The discussion at the last board meeting about Research and Development for new products resulted in the formation of the new committee(above).

New Business – Mike brought up the fact that due to some board members being unable to attend, we would not have had a quorum if the President had not asked Art to arrange for ZOOM. However, it had been voted on using ZOOM for meetings in the past and it was voted down. Mike that since a director is elected for a 3 year term, there are six regularly scheduled board meetings. There is a section of the By-Laws that provides for removal of a director that misses 2 regularly scheduled board meetings in a row unless the Board votes to prevent the removal. Mike then made a motion that a director be allowed to attend one of every three board meetings via ZOOM at which time he/she would be counted as present for the meeting and have a vote. If he/she exceeds that 1 out of 3, he/she would not be counted as present and would not have the ability to vote at that meeting. Alex seconded the motion and the vote was called for. Motion carried.

It being 11:45 and lunch reservations were set for 12:00, Alex motioned we adjourn and reconvene after lunch for committee meetings, network meetings, etc. Seconded by Greg. Motion carried.

Respectfully submitted,

Art Smith, Executive Secretary