

## TxCMA Annual Board of Directors Meeting

Scheduled: July 24, 2016, 2:30pm PDT (4:30pm CDT), conference call

### Board members present:

- Matt Bedosky, President (Richardson)
- Joe Dunham, Treasurer (Denton)
- Paul Carroll, Secretary (Houston)
- Lee Moore, Director of Special Projects (Rockwell)
- Robert Holt, Director Member Relations (Austin)

The meeting was called to order at 2:22pm PDT (4:22pm CDT).

Mr. Carroll called the meeting to order, conducted roll call, and read the prior meeting's minutes (from June 23, 2016).

### Old Business:

- Discussed our current staffing of VP Sponsor Relations position with respects to Mr. Henderson's non participation and lack of communications.
  - Current options are either removal or resignation.
  - Focusing on seeking Mr. Henderson's resignation
  - Mr. Bedowsky provided a potential replacement with the choice of Bob Peacock in the hope that Mike Peacock would provide mentorship for this position.
  - Mr. Holt suggested locating candidates in other markets in the State, such as San Antonio, as he has become aware of retailers in this specific market willing to participate.
  - Mr. Bedowsky countered that historically we have only been able to obtain reliable resources from the Dallas market. Additionally, Mr. Bedowsky felt that with the candidacy of Bob Peacock we were assured of a reliable resource.
  - **MOTION:** Seek resignation from Mr. Henderson within two weeks, by August 7<sup>th</sup>.
    - The motion was accepted by Mr. Holt and second by Mr. Dunham.
    - The motion carried with a 5-0 vote.
    - Mr. Holt offered to speak with Mr. Henderson in person and obtain his resignation.
  - **MOTION:** Appoint Bob Peacock the position of VP Sponsor Relations for the remaining term once Mr. Henderson's resignation is received.
    - The motion carried with a 5-0 vote.
- Began discussing bylaw changes.
  - Mr Bedowsky has conducted, in the past, a cursory legal review of our bylaws with one of his clients whose feedback suggested that we were operating under template styled bylaws and that we should seek to amend them to fit our needs.

- IPCPR requires their Texas members to be members in TxCMA. However, it is our belief that retailers who are members of IPCPR and are not contributing members of TxCMA should be classified as a “STANDARD MEMBER” whereby they are recipients of our information but are not provided voting rights or opportunities to serve in leadership roles within our organization, specifically they cannot be on the board of directors. It was asked if this requirement has any impact into our two organizations financial obligations with respects to ongoing Austin Texas lobbying efforts. This is unknown.
- Mr. Holt provided insight into some retailers throughout our state believing that their financial participation in IPCPR also brings an implied direct financial relationship with TxCMA. Mr. Dunham supported this by stating that a membership without direct contribution to TxCMA is harming our organization for which Mr. Holt agreed.
- **MOTION:** Create two membership classes. The first class being “Standard” members who are members of IPCPR and are in good standing which have not directly contributed, through membership dues, to TxCMA. They will not be eligible to vote or hold leadership roles within the organization. The second class being “Contributing” members who are financially contributing members, through membership dues, of TxCMA and are awarded a vote and leadership opportunities.
  - Mr. Holt made the motion to accept with Mr. Moore seconding.
  - The motion carried with a 4-0-1 vote, with one abstention.
- Discussed provided discounted membership fees. There was no interest in discussing this topic.
- Discussed providing vendor incentives to those members who contribute financially to TxCMA. This discussion was favorably received such that we should begin discussing this with our sponsoring vendors.
- **MOTION:** Create a bylaws committee, staffed by Mr. Bedowsky and Mr. Carroll to bring a list of all changes to a future TxCMA BOD meeting thereby providing a framework that can be worked from.
  - Mr. Moore made the motion to accept which was second by Mr. Bedowsky.
  - The motion carried with a 5-0 vote.
- It was suggested that we solicit input from other state associations about their bylaws to assist in our endeavor.

#### Other Discussions:

- The question was asked, “How do we effectively market the positive results of TxCMA such that we become more relevant in the eyes of our members?”
  - One idea discussed suggested the use of social media.
  - This quote was also mentioned during this discussion, “We do the boring work to protect our members that no one else is doing.”
- We should insure all internet domains that we own redirect to one web site. Right now both the “.ORG” and “.NET” domains are active and are in fact different web sites. All three of the domains that TxCMA owns (“.ORG”, “.NET”, and “.COM”) should all point to, or be redirected to, the “.ORG” domain.

- Discussed getting the financials into our Treasurer's hands in one month's time.

Recess the meeting

- Due to time constraints Mr. Carroll made the **motion** to table the remaining agenda items (Fundraising and our web site) until a future meeting. No specific time or date were offered. Mr. Holt accepted the motion which was second by Mr. Moore. The motion carried with a 5-0 vote.

The meeting recessed at 3:37pm PDT (5:37pm CDT).

Submitted by Paul Carroll, Secretary

