

## GOVERNING BOARD MEETING MINUTES

The regular meeting of the Governing Board of Family Motor Coach Association was called to order by National President Gary Milner at 9:01 a.m. on Wednesday, August 14, 2024, in Redmond, Oregon. The National President and Secretary were both present.

National President Gary Milner called on Chaplain Bart Pense for the Invocation. President Milner then called for a moment of silence for the past national officers and members who passed away during the prior year, and those struggling with health issues. National Senior Vice President Paul Mitchell led the Governing Board members in the Pledge of Allegiance to the Flag of the United States of America. Members of the Frustrated Maestros chapter led the Governing Board members in singing O' Canada and the Star-Spangled Banner.

The Executive Board was appointed to approve the minutes of the Governing Board meeting. Penny Gortemiller, Director of Chapters and Governance, was designated Assistant to the Secretary for preparation of the minutes of the Governing Board meeting. The FMCA Review Council was designated to serve as Sergeant at Arms. The voting procedures for this meeting were reviewed.

President Milner announced that Review Council Chairman Andy Balogh would serve as head teller for this meeting. In addition, the following members were appointed as tellers for vote counting: Kathie Balogh, Ken Carpenter, Lida Carpenter, Linda deBord, Cindy Haynes, Sandy Ferguson, Jerry Work, and Sharon Work.

President Milner called on Andy Balogh for the FMCA Review Council Report on Credentials. Andy reported that the quorum required for a Governing Board meeting is 51% of the total voting members. Out of 267 possible Governing Board voting members, a total of 168 voting members were represented, which equates to 63%, and thus a quorum was established.

***The motion to accept the established quorum was carried.***

***Charlie Adcock, L311374, with the Southwinders chapter, moved to adopt the Standing Rules. The motion was seconded, and discussion followed.***

Regarding Standing Rule #6, which limits the amendments for motions, a question was raised. Gary explained that the rule was intended to simplify the amendment process. He clarified that the rule states that only one main motion can be considered at a time.

***Debbie Bamer, F360114, with Oregon/Washington Coaches for Christ chapter, moved to pull Standing Rule #6. The motion was seconded.*** Members spoke in favor of pulling item #6. The parliamentarian explained that the secondary amendments create confusion, and this standing rule clarifies the process. It was explained that board members could make amendments to motions; however, they will be made only one at a time.

***President Milner clarified that the motion on the floor was to remove Standing Rule #6. The motion to remove Standing Rule #6 failed.***

***The motion to accept the Standing Rules as presented was carried.***

***Charlie Adcock, L311374, with the Southwinders chapter, moved to adopt the meeting Agenda. The motion was seconded and carried.***

President Milner appointed Glenda Milner to track the speakers and the number of times they speak, and he appointed Gloria Adcock to track the time.

President Milner introduced the head table as follows: Andy Balogh, FMCA Review Council Chairman; Pamela Richard, National Secretary; Robert Rosell, Parliamentarian; Rett Porter, Immediate Past National President; Paul Mitchell, National Senior Vice President; Brian Bacik, FMCA Controller; and Barbara Smith, National Treasurer.

President Milner recognized National Secretary Pamela Richard and called on her for the reading of the minutes of the August 2023 meeting, held in Gillette, Wyoming. She reminded the Governing Board that the reading of the minutes was waived with Standing Rule #4. President Milner thanked Pamela for serving as National Secretary.

President Milner recognized Treasurer Barbara Smith to present the Treasurer's/Finance Committee report. He reminded the Governing Board that the fiscal year 2025 proposed budget would be discussed under new business.

Treasurer Barbara Smith shared that during the Executive Board meeting held on Saturday, August 10, she reported that there was \$5.6 million in the FMCA investment account. Of that amount, there is \$2.6 million in deferred dues. Barbara noted that the State of Ohio has a best practice that nonprofits have a reserve fund to be used in the event of downturns, liquidation, or any other emergencies that come up. Barbara commented that FMCA barely has enough in that reserve fund.

Barbara discussed the budgeting process. She noted that after the proposed budget is finalized by the Finance Committee, the figures do not normally change. However, this year there have been extenuating circumstances, and 10 employees left FMCA after the budget was prepared. Because of the substantial number, it changes the salaries, benefits, payroll taxes, etc. Barbara also noted that because FMCA had a flood at the Clough Pike office, it was determined that there should be a contingency of \$50,000 put in the budget for unexpected expenses. Barbara noted that the expenses for the flood remediation were at \$56,000 and climbing.

Barbara referred to the Treasurer's Report starting on page 4 in the Governing Board booklet. She also noted that there were charts in her report that she would review during her presentation.

Barbara shared that the data in her report came from the internal accounting department system and covered October 1, 2023, to May 31, 2024. She noted that at the time, the revenue was \$5,571,207, and the expenses were \$6,172,960. The operating loss was \$601,000. She pointed out that this figure is not the same as the investment loss. However, there was a positive change in net assets.

Barbara reviewed several charts included in the book, and several she prepared for explanation. The charts she reviewed were as follows: dues, noting the percentage of each expense category the dues cover; operating income chart; membership income; magazine income; convention income; commissions income; investments; and employee costs.

Barbara noted that the investment advisor came into the FMCA office during the June 1 meeting and advised Executive Board members that if they knew they would need money to cover Redmond expenses, they should move the funds into cash reserves so that it would be there.

Treasurer Smith referred to the Finance Committee report on page 25 in the Governing Board booklet. She reviewed the motions made during the Finance Committee meeting.

Treasurer Smith fielded several questions from Governing Board members regarding how dues are collected, noted in the income, and expensed as necessary. There was also discussion on refunding pre-paid dues years. A request was made to add to the graphs a comparison of expenses and income together.

President Milner thanked Barbara Smith for serving as National Treasurer and Finance Committee Chairman. He also thanked the committee members: Dan Fogarty, Jim Giffin, Nick Gillam, Steve Hedden, and Wilburn Young.

President Milner recognized Constitution and Bylaws Committee member Claire Porter to present the Constitution and Bylaws Committee report on page 27 in the Governing Board booklet. Claire shared that the committee had reviewed 32 sets of bylaws in the past 10 months. She noted that the committee mostly worked by email. Claire reported that the committee is presenting seven proposed amendments to the FMCA Bylaws. Claire reminded the Governing Board members that it takes a 65% majority vote of the Governing Board to approve.

***On behalf of the Constitution and Bylaws Committee, Claire Porter moved to approve Bylaws Amendment proposal #1, on page 28 in the booklet, to amend Article IX and Article XVI to change the title of the national Area Vice President to Area President. President Milner called for a second, and the motion was seconded.***

Claire reported that the Constitution and Bylaws Committee was in favor of sending the proposal to the Governing Board to simplify the title of the national officer with a more explicit title for his/her elected position. Each serves on the Executive Board, the Board of Directors, and is the Area President of their area. The proposal serves to consolidate the titles to only Area President.

One Governing Board member noted the cost of changing the titles in terms of replacing badges, business cards, etc. It was acknowledged that there is a cost associated with the change; however, it will be done through attrition. A recommendation was made to change the title to National Vice President instead of Area President. It was noted that the suggestion aligns with the current Bylaws.

Several members spoke for and against the proposal. It was pointed out that this proposal also changes the National Senior Vice President's title.

The question was called, and without objection, ***President Milner called for a vote, and the motion carried.***

***On behalf of the Constitution and Bylaws Committee, Claire Porter moved to approve Bylaws Amendment proposal #2, on page 30 in the booklet, to amend Article IX – Executive Board, Paragraph (2), (5), (6), (9), and (12). President Milner called for a second, and the motion was seconded.***

Claire reported that Bylaws Amendment proposal #2, on page 30 in the booklet, is to amend Article IX – Executive Board, Paragraph (2), (5), (6), (9), and (12), to clarify the title for National Senior Vice President. It removes the word “Senior” from the title, since there is now only one Vice President on the Executive Board.

Claire noted that the Constitution and Bylaws Committee recommends the proposal to change the Senior Vice President title to Vice President because with the prior amendment passing, there is no need for the word “Senior” in the Vice President title. Claire clarified that the national officers of FMCA would be the President, Vice President, Secretary, Treasurer, and 10 Area Presidents.

***President Milner called for a vote, and the motion carried.***

***On behalf of the Constitution and Bylaws Committee, Claire Porter moved to approve National Bylaws Proposal #3, on page 32 in the Governing Board booklet, to amend Article IX – Executive Board, Paragraph (8). President Milner called for a second, and the motion was seconded.***

Claire Porter reported that the Constitution and Bylaws Committee recommends the proposal as presented, because it adds the requirement that in the event of a vacancy in the office of Area President the Area Senior Vice President will become the Area President to fill the Area President’s unexpired term if that person meets all other requirements for the position. She pointed to the four recent special elections held to fill vacant positions. She noted that the Vice President fulfills this position on the national and chapter level. This amendment allows the same procedure at the area level.

***President Milner called for a vote, and the motion carried with three oppositions.***

***On behalf of the Constitution and Bylaws Committee, Claire Porter moved to approve Bylaws Proposal #4, on page 34, to amend Article XXI – Amendments and Interpretations, Paragraph (2), as presented. President Milner called for a second, and the motion was seconded.***

Claire Porter noted that this wording changes the deadline to present Bylaws amendments to the Constitution and Bylaws Committee from January 1 to March 1 and changes the timeline to submit proposals to the Governing Board from 120 days to 60 days prior to the meeting. She shared that both the Constitution and Bylaws Committee and the Executive Board agreed with the proposal.

One Governing Board member speaking in favor of the proposal noted that in an election year, new committees usually do not get finalized until October. With the proposals having a deadline of January 1, it does not allow for the new committees to finalize proposed Bylaws Amendments before the deadline. This proposal extends the timeline and allows for additional consideration of new proposals.

***President Milner called for a vote, and the motion carried.***

Claire continued with Proposal #5, on page 35, to amend the National Bylaws to update the wording in the Strategic Plan to include all members.

***On behalf of the Constitution and Bylaws Committee, Claire Porter moved to approve Proposal #5, to update the wording in the Strategic Plan to include all members. President Milner called for a second, and the motion was seconded.***

Claire explained that with the passing of the Pathfinder membership category last year, the Strategic Plan needs to accommodate members who do not yet own an RV. She noted that both the Constitution and Bylaws Committee and the Executive Board agreed with the proposal.

***President Milner called for a vote, and the motion carried.***

***On behalf of the Constitution and Bylaws Committee, Claire Porter moved to approve Proposal #6, as presented. President Milner called for a second, and the motion was seconded.***

Claire noted that the amendment to Article I – FMCA Mission and Purpose, Paragraph (2), includes updating the wording in the FMCA National Bylaws to match the wording approved by the membership in the FMCA Constitution. The Constitution and Bylaws Committee and the Executive Board agreed.

***President Milner called for a vote, and the motion carried.***

***On behalf of the Constitution and Bylaws Committee, Claire Porter moved to approve Proposal #7, as presented. President Milner called for a second, and the motion was seconded.***

Claire noted that the amendment to Article XVI – Area Associations, Paragraph (5), updates the requirements for electing the Area Senior Vice President to include the requirement that the Area Senior Vice President position is to be filled by a person who is qualified to fill a vacancy in the position of Area President. It allows the Area to have a consistent vote on the Executive Board. She reminded the Governing Board that recently, there were four special elections to fill vacancies in the Area President position. The Constitution and Bylaws Committee and the Executive Board agreed. It was clarified that the amendment is for the Area Senior Vice President position. It was noted that currently in the Eastern Area, national directors do not elect that person, and thus the Area Senior Vice President is not qualified to fill the current vacant position.

Charlie Adcock, L311374, with the Southwinders chapter, called the question. With no objection, ***President Milner called for a vote, and the motion carried.***

President Milner thanked Claire Porter for presenting the Constitution and Bylaws Committee Report. He also thanked Connie Pool for serving as chairman of the committee and thanked the other members: Phyllis Britz, David Fuller, and Ira Miller.

President Milner recognized Chairman Paul Mitchell to present the Convention Committee report.

Convention Committee Chairman Paul Mitchell explained that the committee held one meeting where they discussed the use of volunteers to cut expenses for the conventions. They also discussed the potential loss expected for the Redmond convention. They talked about the smaller venue option and the changes that would be necessary to accommodate an event at a resort for 300 to 400 attendees. They also looked at holding only one convention per year. They discussed contracting for several years with one venue to reduce the overall cost. He noted that any ideas from Governing Board members would be welcomed by the committee. He mentioned that the conventions do not lose money until the overhead expenses are put into the event. Paul noted that the Perry, Georgia, event is expected to have a good turnout.

A Governing Board member stressed that a central location as being an important factor to consider when scheduling events. Paul noted that a location that includes electricity is also essential for cutting expenses. A question was asked regarding the number of attendees expected at the smaller venues. Paul noted that the number would be determined by the number of spaces with electricity available. A Governing Board member asked about losing sponsorship money if the event has a maximum capacity of 400. A question was asked whether we would eliminate employees if we went to the smaller events. Paul noted that we are the only organization doing the national, big shows. He stressed that he does not want to lose vendors.

Paul said that when manufacturers put on rallies at smaller venues, they have teams of service providers, and he is working on a way to draw in numbers. The committee is working on right-sizing the events with the overhead involved.

A suggestion was made to have only one convention per year to get business done and to have fun, noting that the timing of the year is very important in the central U.S. We could invite non-members to attend for an additional price. It was mentioned that having the Gillette convention next year is a must for planning purposes, and for the Governing Board to get the business done. It was noted that no convention locations for 2026 events are being presented for approval. Paul said that existing planned conventions have not changed, and they are not making any recommendations for future events. He also noted that the budget dictates where future events may be held.

President Milner accepted the Convention Committee report for file, thanked Paul Mitchell for serving as chairman, and thanked the members of the Convention Committee: Bill Dees, Rodger Donnelly, Connie Jones, Dennis Martin, and Bob Weithofer.

President Milner recognized Policy and Procedure Committee Acting Chairman Bob Weithofer to present the Policy and Procedure Committee report on page 38 in the Governing Board booklet.

Bob Weithofer reported that the committee met three times during the year. He referred to the report on page 38 in the booklet.

***Regarding Proposal #1, Policy and Procedure #1017, Membership Fees and Dues, Bob Weithofer moved to approve the proposal as shown on page 42. President Milner called for a second, and the motion was seconded.*** Bob Weithofer noted that the changes shown add a five-year dues prepayment option and a discounted multi-year rate. The Pathfinder membership category also has added to the dues structure.

A Governing Board member asked why, when FMCA is in a bad financial position, we would encourage discounted multi-year dues. Members spoke against the five-year dues category. A question was raised regarding the earnings percentage FMCA receives on the prepaid dues money. It was noted that it is about 6%.

***Harry Hentschel, F104078D, with the Ramblin' Pushers chapter, moved to amend the policy and procedure to add that, "Members who prepay dues will be responsible for any future increases in dues." The amendment was seconded.*** Discussion that followed on the amendment included a comment that FMCA is self-funding the insurance for FMCAssist based on the current membership numbers.

***Debbie Bamer, F360114, with Oregon/Washington Coaches for Christ chapter, moved to postpone discussion on Policy and Procedure #1017 and #1028 until after the budget is discussed and voted on. The motion was seconded and carried.***

The parliamentarian explained that the motion to postpone takes precedence over the motion to amend, and, therefore, the motion to amend was not voted on.

***Regarding Proposal #3, Policy and Procedure #4001, Committee Member Appointments, Bob Weithofer moved to approve the proposal as shown on page 49. The motion was seconded.*** Bob noted that the changes to this policy and procedure clarify which committees have elected members, and which are appointed. Bob said that this is basically an editorial change. These are elected committees. ***The motion carried.***

Bob Weithofer explained that the Executive Board voted on three additional policies and procedures during their meeting held on August 10, 2024. Those policies and procedures are as follows: P&P #2005, Executive Board Nominations and Elections; P&P #3000, Area Associations, Creation and Operation; and P&P #4010, FMCA Review Council Responsibilities.

Bob noted that all three of the policies and procedures pertain to the Areas not being able to find someone to hold the Area President's position.

***Bob Weithofer moved to approve Policy and Procedure #2005, Executive Board Nominations and Elections. The motion was seconded.***

Bob explained that this is one of three steps to be taken if no candidate is found to take the position. He noted that this procedure dissolves the area if no candidate is found within 120 days.

It was noted that chapters are allowed to be inactive for two years. A question was raised regarding the rationale for dissolving an area in 120 days. Bob noted that the area would have no vote on the Executive Board. It was also mentioned that with Zoom meeting capabilities, all Executive Board members generally are present for meetings. It was pointed out that a candidate could be found at area rallies, if one is held. Members spoke against the timeline and forcing chapters into a different area.

A question was raised regarding the timing of the proposal, noting that the Governing Board members have not had enough time to review and think about the changes and discuss with other chapter members.

One Area President noted that he has served his four years in office and has been looking for a replacement for his position since he started his officer position. It has taken that long to find a replacement.

One Governing Board member noted that 84% of members do not have a voice in the association's governance if they do not belong to a chapter.

***Darrell Weston, with the Oregon Trail Drivers chapter, moved to refer this policy and procedure back to the Policy and Procedure Committee. The motion was seconded and carried.***

Bob Weithofer reported that since the three P&Ps are related, he would withdraw the other two P&Ps from consideration and send them back to the committee.

The Policy and Procedure Committee report was accepted for file. President Milner thanked Bob Weithofer for serving as Acting Chairman and thanked the members of the Policy and Procedure Committee: Chris Miskell, Larry Morrison, Glenn Nulty, and former chairman Dave Franke.

President Milner referred to the Education Committee Report on page 52 in the Governing Board booklet and called on Glenda Milner, committee member. She acknowledged that the Education Committee is involved in the RV Basics program and RV Driving School programs that happen at FMCA's events. Articles from *Family RVing* magazine are posted on FMCA University after publication. The Committee also presents seminars at events.

The Education Committee report was accepted for file. President Milner thanked Gaye Young for serving as Chairman and thanked the other members of the Education Committee: Kathleen Childress, Gary Cipa, Steve Froese, Bert Henderson, Nancy Steider, Herb Vogt, and committee advisor Glenda Milner.

The meeting was recessed for lunch at 12:00 p.m., and reconvened at 1:03 p.m.

While the after-lunch quorum count was being calculated, President Milner referred to the Commercial Council Report on page 50 in the booklet and acknowledged the Commercial Council members listed in the convention program. President Milner thanked Ed Thor for serving as Council President and accepted the report for file.

President Milner also noted that the FMCA Review Council report was on page 51 in the booklet and accepted their report for file.

President Milner called on Ken Carpenter to present the Governmental and Legislative Affairs Committee Report on page 53 of the Governing Board booklet.

Ken reported that the committee was very busy this year. He thanked the committee members, noting how hard the committee worked for FMCA over the past year. Ken reviewed that the committee worked on issues such as a DEF warning system update, Kentucky license plate issue, Texas CDL permit, California Air Resources Board, guidance on the Strategic Plan initiative, advocacy, and quality control.

President Milner thanked Ken Carpenter for serving as Chairman of the Governmental and Legislative Affairs Committee and thanked the other members of the committee: Steve Bertling, LB Butts, and Ed Thor.

Andy Balogh presented the after-lunch quorum count. Out of 267 possible Governing Board voting members, a total of 164 voting members were represented, which equates to 61.5%, and thus a quorum was established.

***A motion was made, seconded, and carried to accept the established quorum.***



President Milner recognized Al Zimmerman, committee member, to present the Long-Range Planning Committee Report on page 58 of the Governing Board booklet.

Al reported that the Long-Range Planning Committee recommended two optional positions for member recruitment: the Chapter Membership Coordinator and the Area Chapter Developer. These positions are optional for the chapters and areas. He noted that there has been no encouragement of chapter growth. Al also commented that most members of the organization have no representation at the Governing Board meeting. He said FMCA's membership growth is everyone's responsibility. He reiterated that these are optional, and not required, positions.

The Long-Range Planning Committee report was accepted for file. President Milner thanked Al Zimmerman for the report. He also thanked Jerry Ayres for serving as chairman of the Long-Range Planning Committee and thanked the other members of the committee: Roland Cheramie, Joanne Fadale, Donald Linn, Laurie Rainey, and Vanessa Simmons.

President Milner recognized Harry Hentschel to present the Member Services Committee Report on page 59 of the Governing Board booklet.

Harry noted that this year there have been two Membership Committees – Recruitment and Retention and Member Services. A policy and procedure was developed for each committee. Harry listed the new FMCA member benefits that were introduced this year. He also noted that in addition to the committee report listed in the booklet, the committee met on June 27 and approved three additional proposals. He noted they were Briter Batteries, RV Roof Coating, and SoftStartUp, all of which also were approved by the Executive Board in their meeting on August 10.

The report was accepted for file. President Milner thanked Harry Hentschel for serving as chairman and thanked the members of the Member Services Committee: Chris Holtzman, Dianna Huff, Paul Pacior, Stephen Pick, and Barry Zimmerman.

President Milner recognized John Jacobs to present the Recruitment and Retention Committee Report on page 61 of the Governing Board booklet.

John noted that the duties of the Recruitment and Retention Committee were clarified, and he acknowledged the workshops held by the committee during the past year. He noted that the first publicly offered seminar for the community invitational session was held in Tucson, Arizona. There was also a seminar scheduled for Redmond. John mentioned the RV Curious campaign was started, and this is a combined effort for introducing FMCA to non-RV owners. The committee is also working on a QR code to track success for chapter recruitment efforts.

The report was accepted for file. President Milner thanked John Jacobs for serving as chairman and thanked the members of the Recruitment and Retention Committee: Meagan Butler, Bernie Harchar, Brian Little, Maureen Milne, and Tom Selvidge.

President Milner referred to the Risk Management Committee Report on page 63 of the Governing Board booklet. There were no questions. The report was accepted for file.

President Milner thanked Farrell Long for serving as chairman and thanked the other members of the Risk Management Committee: Dennis Ducharme and Bob Golk.

President Milner recognized and thanked the Technical Advisory Committee for the many hours they have dedicated to reviewing technical articles printed in *Family RVing* magazine: Bruce Chong, John Clarke, Steve Froese, Mark Glover, Wilt Greenwood, and Roger Marble.

President Milner referred to the President's Report included on page 64 in the Governing Board Booklet. There were no questions.

President Milner referred to the Actions on page 66 in the Governing Board Booklet and called on Paul Mitchell for the Identity Committee Report.

The minutes note that President Milner stepped away for a short break.

Paul Mitchell referred to the handout from the Identity Committee regarding the DBA name for Family Motor Coach Association. Paul noted the amount of time the committee spent on the process. He shared that a presentation was made to the Executive Board in their meeting held on June 1, 2024. He noted that the recommendation was to use the DBA name of Family RV Association – FMCA, as noted in the actions.

Paul stated that the committee's recommendation points out that FMCA is the authority in the RV space. Paul commented that equity and awareness are built into the FMCA initials. Paul commented on how FMCA's name "Family" is important and how the association becomes "Your RVing Family" on the road. The importance of keeping the word "Family" in the name was stressed. He noted the Executive Board's recommendation was to adopt "Family RV Association – FMCA," and their recommendation is included in the Action items.

***Paul Mitchell, F165576, FMCA Vice President, moved to approve the name "Family RV Association – FMCA." The motion was seconded, and discussion followed.***

***Ken Lewis, F257360D, Great Lakes Area President, moved to amend the name to "Family RVing – FMCA," noting that we have been using Family RVing for years. The amendment was seconded.***

Ken Lewis noted that the word "Association" was dropped from the name. A comment was made that a DBA name is "doing business as" – and FMCA doing business as "Family RVing – FMCA" doesn't make sense.

Paul Mitchell noted that this recommendation came from a consultant that we paid money to. Discussion followed that if "Association" comes out, it can't be put back in. A Governing Board member noted that keeping the word "Association" in the name is very important because it tells people what you are.

Paul reported that a "yes" vote means you accept the name "Family RVing," and a "no" vote means we will go with something else. He noted that if the Governing Board members don't agree, it will take another year to get the DBA approved.

Debbie Bamer, F360114, with the Oregon/Washington Coaches for Christ chapter, called for the question, and there was no objection.

***Paul Mitchell reminded the Governing Board members that the motion on the floor is to amend the DBA name to “Family RVing - FMCA.” The motion failed.***

***Al Zimmerman, F407361, with the Northwest Trek Fun Club chapter, moved to amend the DBA name to use “Family RV Association.” The motion was seconded, and discussion followed.***

Al reported that the Identity Committee was formed to move the Strategic Plan forward. The Governing Board has preserved the official name and logo. FMCA must reach the new generation. The current identity and brand are a deterrent to younger members.

A concern was raised regarding the financial condition of FMCA, and spending the money to identify a new name and branding that will cost additional money. A suggestion was made to postpone this action until a time that FMCA can afford to do it.

A Governing Board member noted that she loves FMCA and also believes that we should put faith in the committee’s work, and the goal should be to get new members with other types of RVs. The RV industry’s growth is not in the motorhome market. We should be bold and move forward. Another Governing Board member noted that we need to go where the market is. It was noted that 35% of members who own towables are not renewing because we did not meet their expectations. Members spoke both for and against the motion. A question was raised regarding marketing. President Milner noted that items will not be replaced overnight. It was noted that FMCA does not include enough advertising money in the budget.

The minutes note that President Milner returned to the chair.

Jim deBord, F16686S with the Olympic Peninsula Ramblers chapter, called for the question, and there was no objection.

***The motion to amend the DBA name to “Family RV Association” carried.***

***It was clarified that the motion on the floor is to adopt the DBA name of “Family RV Association,” as amended. The motion carried.***

The report was accepted for file. President Milner thanked Charley Kennington for serving as chairman and thanked the other members of the Identity Committee: Meagan Butler and Calvin Means.

***Ken Carpenter, F312233, with the Diesel RV Club chapter, moved to accept the remaining action items 2-24 in the Governing Board booklet. The motion was seconded, and discussion followed.***

Treasurer Barbara Smith provided updates on Action Items #14, Wage Review Board’s salary recommendation and #17, The 2025 Fiscal Year Proposed budget surplus. She noted that the updated salary line item in the 2025 fiscal year proposed budget is \$1,762,288. The updated surplus for the 2025 fiscal year proposed budget is \$531,293.

***The motion to accept the remaining action items carried.***

President Milner reported that there was no unfinished business.

Under new business, President Milner stated that the Membership Dues topic remains on the Governing Board Agenda each year, and he called on National Treasurer Barbara Smith.

Barbara Smith, F329936, National Treasurer, asked for Governing Board permission to discuss the FMCAssist Medical Emergency & Travel Assistance policy prior to discussing dues. There was no objection.

Barbara reviewed the budget assumptions from the Finance Committee as they put together the 2025 proposed fiscal year budget, located on page 16 in the booklet. She noted that they added flood insurance to the Clough Pike building. She clarified that the employee 401(k) match stayed the same; however, the entry is lower because we have fewer employees

Barbara shared that the following are her recommendations for solving the financial situation: She recommended putting the entire surplus back into investments; she recommended keeping the magazine at six issues for at least one year before making any other decisions; and she said smaller rallies with a capped attendance could be an option instead of larger events. Barbara Smith recommended cancelling the events in 2025. She recommended that FMCA transition away from FMCAssist. She said we need to earn money for marketing; we need to be careful in contract negotiations going forward that we don't leave money on the table.

Barbara Smith introduced Tom Klinedinst, FMCA's insurance agent.

Barbara asked Tom for details on claims data for the FMCAssist program. She referred to a slide she had prepared for the FMCAssist discussion.

Tom noted that he had an updated claims number. He said the FMCAssist policy runs from October 1 to October 1. The data he had was for October 1, 2023, to July 31, 2024; during that time there were \$406,000 in claims. One prerequisite was to provide monthly claims updates to the Executive Board. A question was raised regarding administrative costs. This includes coordination costs of moving a vehicle, etc. There were about \$73,000 in case fees. The claims contractor was changed to Axa.

Tom noted that FMCA has a group insurance policy for FMCAssist. All FMCA members are covered. If another group is formed, then we could go through the process of getting that group covered by the carrier. Otherwise, you cannot cover part of the membership.

Tom shared that with other providers, like MASA, their contract is a service contract, not an insurance policy. A question was asked about new members wanting to join FMCA but not wanting the insurance coverage. Tom said that since this is a group policy, it must cover the full group. He also noted that the group number needs to be large enough to cover the spread of risk.

Tom said the Chubb policy was negotiated for a two-year period. They informed us early on that the premium would be raised. As a result, Tom reached out to a new company for a similar policy. He noted that the claims can be administered in a different manner, which lowers the premium. Tom said the benefits are the same and improved in many areas and that the new quote is for a one-year policy.

Tom fielded several questions from Governing Board members about the new provider, Arch. He noted they are an A++ company. Arch evaluated the policy based on the claims data from 2020 through the current date for the quote provided.

President Milner commented that the current budget is short, and we need to make up over one million dollars, and if this is a one-year policy only, we will be in a similar situation next year. He noted that we would do our best to make it work.

Treasurer Barbara Smith turned to the 2025 budget that was distributed at check-in. She asked the Governing Board members to start on page 1, with the dues revenue line item. She discussed other revenue, including magazine and convention income. She reported that the new subtotal for revenue is \$7,374,319.

Under expenses, Barbara highlighted several items as follows: advertising promotion, charitable contributions, winter convention, magazine agency commission, travel, committee travel. She noted that Executive Board travel expenses for the 2025 fiscal year do not include per diem for food. Barbara noted the items under Administrative. She reported that the credit card fees were lowered because of the plan to accept ACH payments, and to charge a convenience fee for those who opt to pay by credit card to offset FMCA's fees. She noted that the salary line item was reduced because of staffing level changes.

A question was raised about salary for a CEO. Barbara noted that there is no salary in the 2025 budget for a new CEO.

The \$50,000 operating contingency was added to the budget because of the flood at the Clough Pike office. This contingency was added to the budget for unexpected emergency expenses. Barbara noted the total expenses as \$7,687,624. That leaves a surplus of \$531,293.

Barbara reported that the investment information does not go into the budget because you cannot guarantee it.

A question was raised regarding the computer program FMCA uses. The budget does not include money for a replacement AMS system. It was reported that the Information Systems line item shows \$249,980 in expenses. This includes Protech expenses and licensing software.

Barbara noted that members of the Finance Committee are former professionals and have done a very good job at forecasting. A request was made for a year-to-date actual versus a year-to-date budgeted figure. Barbara noted that she would request that this be put on the treasurer's tab of the website.

President Milner noted that he immediately started cutting expenses, including staff layoffs, following the Tucson convention in March. President Milner fielded questions regarding the CEO/Executive Director. He reported that he is working on staff reorganization. In the meantime, there is a Management Committee to handle the duties until a decision is made. He also noted that they are forming a search committee for a new Executive Director.

A recommendation was made to lower the budget projection to a loss of over \$600,000. A quick review of the administration costs was done.

Barbara reviewed her recommendations: to put all surplus back into investments; staffing reductions that have occurred have lowered salaries and associated benefits; magazine frequency reduction to six issues; management controls on non-essential expenses. Barbara stated that she is suggesting cancelling the 2025 conventions in Perry and Gillette because we can't afford them.

It was noted that the conventions need to happen because Perry is usually a successful event, and Gillette is where the Governing Board meets. If Gillette were cancelled, there would be no way for the Governing Board to conduct business. Barbara noted that the Management Committee would determine how the business gets done. Several Governing Board members spoke against this recommendation.

It was noted that overhead is both fixed and variable. You can cut the variable expenses but cannot cut the fixed expenses. A Governing Board member asked whether there was a plan to cut the overhead expenses. Barbara noted that Paul is looking at overhead on conventions. President Milner stated it is his hope to continue with planning for the Perry convention. It was noted that with recent economic conditions, the bottom line is that we need income.

A recommendation was made to raise dues to \$100 per year. A question was raised as to whether the proposed 2025 fiscal year budget includes the FMCAssist policy. Treasurer Smith stated it does not. A question was raised regarding the employee 401(k) match. Barbara noted that not every employee contributes to the 401(k). A suggestion was made that everyone pick up their confirmation packet at will call. It was noted that the vendors will not support FMCA if the conventions are cancelled.

Treasurer Smith noted that she understands Gary's targeted number of FMCA staff employees in Cincinnati is 20. She also stated that understands there would be a proposal to change the magazine to a newsletter. She commented that it is the Governing Board's decision.

A question was raised regarding the line item called Membership Benefits/Services. It was clarified that this expense line item is for FMCAssist and Tech Connect+. The proposed 2025 budget does not include the FMCAssist policy expense. A recommendation was made to split the pie chart into overhead and member benefits. In addition, a recommendation was made that the Executive Board should look at themselves and see where expenses can be cut, such as travel reimbursement.

A challenge was made to Governing Board members to work on a marketing plan for the new DBA name, and creatively find ways to launch an effective marketing campaign. Barbara noted that FMCA has an 18-month marketing plan that was developed by staff with the assistance of MCA, a membership marketing firm.

A question was raised about the magazine continuing or changing to a newsletter. Barbara noted that changing to a quarterly publication would save approximately \$1,000. A Governing Board member noted that FMCA cutting the magazine to a newsletter is like cutting off our nose. The magazine is representative of who we are and is a marketing tool. Barbara pointed out that we already have two newsletters and a blog.

President Milner noted that we are making tough decisions today for FMCA's survival.

***Rett Porter, L369084, with the West Valley Arizona Pickleball chapter, moved to amend the 2025 fiscal year proposed budget to include FMCAssist at \$1.10 per family unit per month with an increase in dues as required to support the increase. The motion was seconded and discussion followed.***

A Governing Board member noted that there were 118 claims on the FMCAssist program. It is insurance, and he doesn't want to cancel the policy. The additional cost of dues to cover the program is

a minimal investment members can make. He spoke in favor of the amendment. A point was made that FMCA is looking to bring in younger members with substantially different needs and demographics, those needs do not include FMCAssist. It was noted that inflation has not been discussed. We need to raise revenue, and we must sell memberships at a marketable price. The Governing Board was reminded that the proposed new FMCAssist policy is only for one year, and we will be back in a similar position next year. A Governing Board member noted that priorities need to be set. Are we looking for younger members or keeping our current demographics? A decision needs to be made on whether we are meeting the needs of our current members, or we must let go of the younger demographic and continue the needs of the current membership. One Governing Board member noted that younger members also need FMCAssist.

***Linda deBord, F16686S, with the North Alabama RVers chapter, called for the question. The motion to end debate was seconded. President Milner called for the vote to end discussion, and the motion carried.***

President Milner reminded the Governing Board members the motion on the floor is as follows: ***Rett Porter, L369084, with the West Valley Arizona Pickleball chapter, moved to amend the 2025 fiscal year proposed budget to include FMCAssist at \$1.10 per family unit per month with an increase in dues as required to support the increase. The motion carried.***

***Jim deBord, F16686S moved to amend the 2025 budget to raise dues to \$100 per year. The motion was seconded and discussion followed.***

It was noted that FMCA must be solvent before worrying about getting younger members. One Governing Board member stated that she thought \$75 would be a better price for membership. Another Governing Board member stated that FMCA could consider another Life Membership promotion to help with finances.

***A motion was made to call for the question. There was no objection to stopping debate.***

***President Milner reported that the motion on the floor was to amend the 2025 budget to increase dues to \$100 per year.***

Without a clear winner, a rising vote was called for. ***The vote count was 89 votes “yes” and 74 votes “no.” The motion carried.***

President Milner stated that National Treasurer Barbara Smith and Controller Brian Bacik needed time to reconfigure the income for the budget with membership dues at \$100. A suggestion was made that from a marketing perspective, \$99 is better than \$100.

***Paul Mitchell, FMCA Vice President, moved to suspend Standing Rule 16 to extend the meeting beyond the 5:00 p.m. hour. The motion was seconded and carried.***

President Milner announced the results of the National Area Vice President elections held earlier this year as follows: Kevin Watters, F483660, Great Lakes Area; Bob Weithofer, F253844, International Area; Barbara Schleuse, F264999, Northwest Area; and James McDaniel, F371784, Western Area. President Milner noted that the Eastern Area President position was vacant.

President Milner said the newly elected national officers will serve a two-year term and will take office following the Annual Membership Meeting on August 17, 2024.

Treasurer Smith noted the new dues income figure is \$4,053,474. The Member Benefits/Services number is \$2,690,186. The new operating income subtotal is \$887,914. The new surplus/after investments and non-operations is \$632,914. A question was raised regarding the number of members used to calculate the dues figure for the year. Barbara responded that the expected membership number on September 30, 2025, is 53,590. It was noted that a loss in membership will be greater with the increase in dues. A concern was raised about the number of members lost monthly.

Treasurer Barbara Smith asked President Milner about the conventions for 2025. President Milner stated he is in favor of holding the convention in Perry. Barbara noted that the convention scheduled for Gillette is currently in the budget.

***David Brigham, F538969, with the Traveling Man Masonic chapter, made a motion to remove and/or stop giving a coupon for new membership and for renewal family coupons. A motion was seconded.***

A clarification was made that this motion refers to the \$10 coupon you receive when recruiting new members. A request was made to check with the marketing contracts to make sure it would be appropriate to discontinue issuing. ***The motion carried.***

Since this motion affects the budget, Treasurer Smith took a few minutes to calculate the difference.

Barbara Smith noted the new subtotal on membership revenue is \$7,374,319. Operating income is now \$899,914. The new figure for surplus is \$644,914. President Milner noted that since Gillette is in the budget, we will leave it as is.

A question was raised regarding convention income – if we did not have conventions, would the result be similar to 2020? Barbara noted that conventions were cancelled because of COVID. Around that same time, the RVillage money came in and helped with income. The PPP (Paycheck Protection Program) money also applied.

***Ed Smith, F329936, with the Yankee Travelers chapter, moved to adopt the 2025 proposed budget as amended. The motion was seconded.***

A comment was made that we need to retain both conventions for 2025 to keep FMCA's name in the RV industry space. President Milner noted that if finances do not come in, we may have to re-evaluate. There would still be costs to cancel Gillette. A question was raised regarding the magazine going digital only. Several members noted they enjoy the paper copy of the magazine.

***Jim deBord, F16686S, with the Olympic Peninsula Ramblers chapter, called for the question. There were no objections to ending the discussion.***

***The motion to adopt the fiscal year 2025 proposed budget as amended carried.***

President Milner thanked Barbara Smith for serving as Chairman and thanked the other members of the Finance Committee: Dan Fogarty, Jim Giffin, Nick Gilliam, Steve Hedden, and Wil Young.



President Milner noted that earlier in the meeting, the Governing Board postponed discussion of Policy and Procedure #1017, Membership Dues and Fees.

***Debbie Bamer, F360114, with the Oregon/Washington Coaches for Christ chapter, moved to reconsider Policy and Procedure #1017, Membership Dues and Fees, at this time. The motion was seconded.***

Bob Weithofer, Acting Policy and Procedure Committee Acting Chairman, stated that the proposal discounted prepaid years and added the option for a 5-year renewal. Bob also noted that the dues amount is now different from what was proposed originally, and adjustments must be made to the proposal for the new dues rate.

***Debbie Bamer, F360114, with the Oregon/Washington Coaches for Christ chapter, moved to amend the proposal to strike the proposed 5-year prepayment dues option. The motion was seconded.***

Governing Board members noted that they were not in favor of the five-year prepayment option. A question was raised regarding the prepaid dues and how the funds are applied yearly to operating expenses. A question was raised regarding those who have prepaid and whether they could be asked to make up the difference in dues paid and the new dues figure. Barbara clarified that it would not be appropriate to ask them to make up the difference. The terms and conditions do not outline that you must make up the difference if there is a dues increase. It was noted that only prepaid whole years can be refunded, and only when requested. A comment was made that prepaid dues could earn FMCA money in investments while that money is not being used.

***The motion to strike the 5-year dues prepayment option was carried.***

It was clarified that the pending motion on the floor is to adopt the P&P as amended, adjusting for the dues rate. A Governing Board member moved to eliminate the \$10 initiation fee. President Milner noted that the suggestion would be sent to the Policy and Procedure Committee with a recommendation to eliminate.

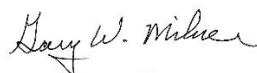
***It was clarified that the pending motion on the floor is to adopt the P&P as amended, with the dues rate updated to \$100. The motion carried.***

***Bob Weithofer moved to approve Policy and Procedure #1028, Commercial Membership, with the updated dues rate. The motion was seconded and carried.***

There was no further business, and the meeting was adjourned at 5:45 p.m.



Pamela Richard  
National Secretary



Gary Milner  
National President