



National Executive Committee Meeting Minutes

<u>Place:</u>	Webex Conference Call	
<u>Date & Time</u>	March 2, 2017 11:00 am	
<u>Present:</u>	<u>Name</u> Larry E. Ridlen, PE Greg T. Dutton, PE Richard N. Cochrane, PE Charles L. Flowe, P.E. P. Frank O’Hare, PE Robert A. Hochevar, PE Stan A. Harris, PE Shirley A Stuttler	<u>Office</u> President First Vice-President Second Vice-President Secretary Treasurer Immediate Past President ROC Committee Chair President’s Assistant
<u>Absent:</u>	None	

Note: Actions of the Executive Committee are highlighted in yellow.

Assignments or actions pending are highlighted in green.

I. Call to Order and Roll Call – Ridlen

II. Welcome, Introductions and Remarks – Ridlen

Ridlen welcomed the Executive Committee.

III. Prayer – Ridlen

IV. President’s Report - Ridlen

- Traveled to Raleigh, NC for the Carolina Triangle 25th Anniversary Celebration
- Traveled back to Raleigh, NC for the Mid-Atlantic Region Technical Conference on April 2, 2017

V. Secretary Update – Flowe

Following is the current ASHE Membership List by Region/Section as of March 1, 2017 and compared with April 2, 2016:

Northeast Region	April 2, 2016 Membership	March 1, 2017 Membership
Albany	117	103
Altoona	211	189
Central New York	49	49
Clearfield	155	176
Delaware Valley	396	361
East Penn	78	98
First State	141	142
Franklin	145	134
Harrisburg	355	321
Long Island	45	45
Mid-Allegheny	133	126
New York Metro	87	86
North Central New Jersey	166	166
Northeast Penn	128	130
Pittsburgh	550	559
Southern New Jersey	174	97
Southwest Penn	292	275
Williamsport	129	128
Subtotal	3351	3185
Mid-Atlantic Region		
Blue Ridge	95	77
Carolina Piedmont	58	65
Carolina Triangle	230	245
Chesapeake	210	245
Greater Hampton Roads	131	124
N. Central West Virginia	37	37
Old Dominion	97	95
Potomac	275	239
Subtotal	1133	1127

Southeast Region		
Central Florida	48	48
Georgia	337	345
Gold Coast	11	11
Middle Tennessee	252	273
Northeast Florida	203	188
Tampa Bay	97	90
Subtotal	948	955
Great Lakes Region		
Central Ohio	187	181
Cuyahoga Valley	120	116
Derby City	83	82
Lake Erie	140	150
Northwest Ohio	42	38
Triko Valley	173	182
Subtotal	745	749
North Central Region		
Central Dacotah	123	123
Subtotal	123	123
Rocky Mountain Region		
Phoenix Sonoran	137	139
Subtotal	137	139
South Central Region		
Dallas-Fort Worth	73	81
Subtotal	73	81
At-Large Membership		
Domestic At-Large	11	13
International At-Large	2	2
Subtotal	13	15
National Total	6523	6374

Total Current Membership.....6374

This represents a decrease of 4 members since the January 20, 2017 National Executive Committee Meeting.

Statistical Breakdown of the Membership

Professional Status	58%
Government.....	13%
Consultant	69%
Contractor	5%
Other	13%

Following are the Sections with unpaid assessments for 2016-2017:

- Dallas Fort-Worth
- New York Metro

VI. Treasurer Update – O’Hare

- The Treasurer’s Report is Attachment #1 and the Cash Flow Report is Attachment #2.
- Dutton and O’Hare are developing the 2017-2018 Budget.
- O’Hare sent IRS rules relating to 501c(6) associations to all of the Sections.

VII. Nominating Committee – Hochevar

Hochevar reported that the Board has already approved the slate of Officers and Directors for 2017-2018. The persons selected for National awards are as follows:

- Robert E. Pearson Award – Robert O. Collyer, PE
- Young Member of the Year – Whitney A. Stevens, PE (chosen from four candidates)
- Member of the Year – Dawn M. Fortuna (chosen from two candidates)
- Lifetime Achievement Award – David W. Jones, PE (chosen from four candidates)

The committee was tasked to make the award selections. No Board action is required.

Hochevar reported that the Pearson Award guidelines have been revised to reduce the emphasis on current year activities.

VIII. Partnership Committee – ASCET – Dutton

Molly Gosnow with ASCET has approached ASHE proposing to partner with us. Dutton forwarded a memorandum of understanding form to ASCET. He is awaiting a response back from ASCET. The two organizations have many commonalities.

IX. Workshop on Membership – Harris / Flowe

Leigh Lilla is scheduled to lead a workshop on membership at the April Board Meeting in Morgantown, WV. So far, ideas and topics have been exchanged. Ridlen offered to help with the preparation.

X. Revisions to the ASHE Constitution – Flowe

Flowe stated that the ballot requests will be sent to the Sections this week.

XI. Use of the Cloud for National Board Meetings – Ridlen

Ridlen placed the agenda for this meeting and the committee / officer reports on the Cloud in lieu of e-mailing information. This seemed to work well. Cochrane recommended that the data be uploaded farther in advance of the Board and Executive Committee meetings.

XII. Meeting with Incoming National Directors – Ridlen

Ridlen announced that he will hold an orientation meeting for the incoming directors via Webex, rather than inviting them to the Board meeting in Morgantown, WV. He will poll for a good time to hold the meeting, but it will occur in April or May.

XIII. Bluegrass Section – Lexington, KY – Harris

The planning for the Bluegrass Section is moving along well. They will have a conference call tomorrow. They currently have received 25 applications with payments. The officers are in place and they are ready for National to order a banner.

XIV. Project of the Year Awards – Harris

Two applications each have been received from the Northeast, Great Lakes, and Southeast Regions. Judging should be complete within three weeks. Joe Rikk is still seeking a judge from the Mid-Atlantic Region.

XV. Discussion Items

A. New York Metro Membership - Flowe

Flowe reported that there are large discrepancies in membership numbers and that there are NY Metro Section officers that are not members of ASHE. NY Metro gives complimentary memberships with corporate sponsorships. This seems to be generating much of the problem, in that the Section does not necessarily ever get a name with the membership and rarely gets applications with sufficient data included.

O'Hare reported that the Section is giving free meals to officers, a practice which could appear to the IRS as compensating the officers. He also noted that the Section is raising money for scholarships, but not spending much of the money on scholarships. The money appears to be used to offset member meal expenses.

O'Hare also reported that there are other Sections that are giving away membership for sponsorship. He is very concerned that, in the eyes of the IRS, we are not exercising control over the Sections. He recommends hiring an attorney to review the practices and advise. He recommends using Barbara Jordan, PE of Dinsmore and Associates, who is an engineer, an attorney, and an ASHE member.

Because of the urgency of the situation, it was decided that the Executive Committee would act on behalf of the Board rather than waiting for or calling a Board meeting. She will be tasked with drafting firm, but not harsh, letters to the Section and to develop guidance procedures. After some discussion, O'Hare made a motion that Dinsmore and Associates be retained up to a maximum of \$1,000 to assist in guiding ASHE National and the NY Metro Section in what is allowable and not within IRS 501c(6) guidelines. Flowe seconded the motion and it was approved.

B. Direction to National Directors Regarding Reimbursable Expenses – Ridlen

By way of background, Ridlen reported that three or four Directors expensed two nights stay without first obtaining the President's approval. Ridlen approved payment because the meeting's cost were within budget. Ridlen will clarify the travel guidelines to the Board members. Board members are to always look to minimize ASHE's expenses. It may be less expensive, on occasion, to spend an extra night to save on airfare.

XVI. Next Meeting

The next Executive Committee Meeting will be held April 7, 2017 in Morgantown, WV.

XVII. Adjourn at 12:30 pm.

Respectfully submitted,

Charles L. Flowe, PE
National Secretary

Attachments:

1. Treasurer's Report
2. Cash Flow Report

Attachment #1
Treasurer's Report

National Treasurer's Report
March 2, 2017

Frank O'Hare, National Treasurer

1. Income and Expenses are shown as of 2/28/2017 for FY 2016-2017. See attachments.
2. Investments, see attachments.

PNC Investments	
Intial investment	\$ 274,168
As of 2/27/2017	\$ 289,683
Net Increase	\$ 15,515

3. CPA Audit, Motion needed by Chair of Audit Committee to accept.
4. North Carolina Unemployment Letters. See attachments. Appears to be resolved.
5. Stipend has been calculated. Motion to approve will be requested at April Board Meeting.

Proposed stipend for NYC is:

Stipend Calculation, NYC 2017		
Registration	\$	215.00
Past Presidents Lunch	\$	65.00
Gala	\$	95.00
Room - 3 nights	\$	1,026.04
Total	\$	1,401.04
Stipend Amount	\$	1,405.00

6. UPS account for ASHE is now open using the ASHE Credit Card for payment as requested by PR Committee Chair.
7. Budget – Income/Expenses for Operating and Conference Budgets have been sent to Budget/Audit Chair. Budget to be presented at April Board Meeting.
8. The National Treasurer has been working with the new Bluegrass Section Treasurer including the preparation of the necessary IRS form for an EIN number. The EIN number has been provided by the IRS to the Section as of 2/24/2017.
9. Based upon non-profit financial research, Treasurer Reports are to be referred to the Budget/Audit committee for review by National Board. The motion is to refer, not to approve or accept by Board. If this is not done, the National Board is not acting as a proper fiduciary. It then is the responsibility of the Budget/Audit Committee to review and report to the Board any concerns.
10. CPA Associates has reconciled the PNC Bank ledger for January. Copies of CPA reconciliation are on file. Based upon non-profit financial research, copies of CPA's reconciliations will be forwarded to the Budget/Audit Chair in the future.

11. IRS Publication, *Compliance Guide for Tax-Exempt Organizations (Other than 501c3 Public Charities and Private Foundations)* was emailed to current Region Directors, New Sections Chair and National Conference Chair on 2/23/2017. A quote from the guide:

If an organization does not keep required records, it may not be able to show that it qualifies for tax-exempt status. Thus the organization may lose its tax exempt status.

12. Review of Nonprofit status – NY Metro (and maybe others.)
13. Requested that National Secretary provide membership status of all Section and Region Treasurers.
14. Second night charges for Board Meetings – The President is to approve for payment.
15. Section Audits – If the Secretary and Treasurer both recommend to the National Board that an audit of a Section, Region, Committee, Conference, etc should be undertaken, the By-Laws need to reflect this policy.

Attachment #2
Cash Flow Report

Cash Flow - Year to Date

6/1/2016 through 2/28/2017

2/28/2017

Page 1

Category	6/1/2016- 2/28/2017
INFLOWS	
ASHE National Project of the Year	400.00
Conference Income	31,689.00
Conference Seed Money Return	8,000.00
Credit Card Cash Back Rewards	234.08
Member Assessment	136,449.60
Member at Large	100.00
Member Pin	65.00
New Member	17,350.00
Other Inc, Bus	1,175.75
Past President Pins	540.00
Prudential Account Redemption	
Prudential Account Redemption Tran...	274,168.93
TOTAL Prudential Account Redemt...	274,168.93
SCANNER Sponsorship	19,950.00
Sponsorships	
Multiview	5,616.44
TOTAL Sponsorships	5,616.44
TOTAL INFLOWS	495,738.80
OUTFLOWS	
Executive Committee	
Audit, Taxes & CPA Fees	6,894.25
Awards, Banners, Ribbons, Misc.	137.26
Computers, Purchase, Repair	1,215.58
Contingencies, Legal, Bank Fees	
Bank Fee	0.00
TOTAL Contingencies, Legal, Ba...	0.00
Employee - Taxes, FICA	1,850.58
Employee - Wages	7,941.71
Insurance - Business	2,046.00
Office - Conf. Call, Office Expenses	1,305.69
Office Rent	2,475.00
Postage and Delivery	342.46
President Assistant's Expenses	
Office Supplies	5.92
President's Assistant's Travel	
Lodging	601.89
Mileage	235.86
Misc. Travel Expenses, Meals,...	83.82
Travel -- Air, Train, Transit, Cab,...	346.20
TOTAL President's Assistant's...	1,267.77

Cash Flow - Year to Date

6/1/2016 through 2/28/2017

2/28/2017

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Category	6/1/2016- 2/28/2017
Stipend	5,400.00
TOTAL President Assistant's Exp...	6,673.69
President's Expenses (Other than B...	
Lodging	1,282.42
Mileage	1,579.46
Misc. Travel Expenses, Meals, P...	196.64
Travel -- Air,Train,Transit,Cab,R...	2,876.84
TOTAL President's Expenses (Ot...	5,935.36
Refund	-1,500.00
Society Grant Funds	300.00
Supplies, Software, etc	1,540.08
TOTAL Executive Committee	37,157.66
Goverance Committee	
Lodging	111.38
Mileage	27.56
Misc. Travel Expenses, Meals, Par...	41.79
Travel -- Air,Train,Transit,Cab,Rental	306.38
TOTAL Goverance Committee	487.11
Membership - Members at Large Com...	
Data Base Project	1,479.17
TOTAL Membership - Members at ...	1,479.17
Misc.	850.00
National Board	
Board Meeting Expenses	
Meals - National Board & Guests	5,335.08
Mtg Rooms, Coffee, Soda, Depo...	1,279.17
TOTAL Board Meeting Expenses	6,614.25
Board Member - Board Meeting Ex...	300.00
Lodging - Board Meeting	5,833.19
Mileage - Board Meeting	2,613.59
Misc. Travel Expenses, Meals, P...	864.83
Travel-Air,Train,Transit,Cab,Rental	5,408.94
TOTAL Board Member - Board ...	15,020.55
TOTAL National Board	21,634.80
National Conference Committee	
Committee Travel	
Lodging	110.37
Misc. Travel Expenses, Meals, P...	7.99
Travel - Air, Train, Transit, Cab, ...	349.94
TOTAL Committee Travel	468.30
Conference Advance	8,000.00
Sponsorship	4,000.00
TOTAL National Conference Com...	12,468.30

Cash Flow - Year to Date

6/1/2016 through 2/28/2017

2/28/2017

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Category	6/1/2016- 2/28/2017
New Sections Committee	
Committee Travel	
Lodging	147.09
Misc. Travel Expenses, Meals, P...	33.25
Travel-Air,Train,Transit,Cab,Rental	634.40
TOTAL Committee Travel	814.74
Expenses	2,516.09
TOTAL New Sections Committee	3,330.83
PNC Investment	274,168.00
Public Relations Committee	
Promotional Material	4,859.30
Shipping - ASHE Display	23.20
TOTAL Public Relations Committee	4,882.50
Regional Outreach Committee (ROC)	
Committee & Regional Director Tra...	
Lodging	419.05
Mileage	810.20
Misc. Travel Expenses, Meals, P...	175.00
Travel -- Air,Train,Transit,Cab,R...	118.37
TOTAL Committee & Regional Di...	1,522.62
Regional Distribution	10,000.00
TOTAL Regional Outreach Commit...	11,522.62
SCANNER Committee	
Committee Travel	
Lodging	200.00
Mileage	122.00
Misc.Travel Expenses, Meals, Pa...	45.00
TOTAL Committee Travel	367.00
Scanner Printer and Mailing	39,671.05
TOTAL SCANNER Committee	40,038.05
Technology Committee	1,435.00
Cloud Subcommittee	583.33
Committee Travel	
Lodging	273.76
Mileage	279.02
Misc. Travel Expenses, Meals, P...	7.15
Travel-Air, Train, Transit, Cab, R...	205.20
TOTAL Committee Travel	765.13
Website Subcommittee	562.50
TOTAL Technology Committee	3,345.96
TOTAL OUTFLOWS	411,365.00
OVERALL TOTAL	84,373.80

Cash Flow by Tag - All Dates

7/1/2008 through 2/28/2017

2/28/2017

Page 1

Category	2015 Charlot...	2016 Canton	2016 Dallas, ...	2016 Fort La...	2017 Orlando	OVERALL TOTAL
OUTFLOWS						
Executive Committee						
Ex. Comm. Meeting						
Meals - Ex. Comm. & Guests	528.67	0.00	705.44	0.00	0.00	1,234.11
Mtg Rooms, Coffee, Soda, Depo...	163.56	0.00	0.00	0.00	0.00	163.56
TOTAL Ex. Comm. Meeting	692.23	0.00	705.44	0.00	0.00	1,397.67
President Assistant's Expenses						
President's Assistant's Travel						
Lodging	228.20	267.76	427.80	330.78	334.13	1,588.67
Mileage	116.28	127.44	116.16	116.16	108.42	584.46
Misc. Travel Expenses, Meals,...	27.70	16.48	66.47	75.77	67.34	253.76
Travel -- Air,Train,Transit,Cab,...	436.00	0.00	484.20	300.20	346.20	1,566.60
TOTAL President's Assistant's...	808.18	411.68	1,094.63	822.91	856.09	3,993.49
TOTAL President Assistant's Ex...	808.18	411.68	1,094.63	822.91	856.09	3,993.49
President's Expenses (Other than ...						
Lodging	125.63	0.00	0.00	496.17	0.00	621.80
TOTAL President's Expenses (Ot...	125.63	0.00	0.00	496.17	0.00	621.80
Supplies, Software, etc	0.00	0.00	0.00	0.00	123.21	123.21
TOTAL Executive Committee	1,626.04	411.68	1,800.07	1,319.08	979.30	6,136.17
Governance Committee						
Lodging	0.00	0.00	0.00	0.00	111.38	111.38
Mileage	0.00	0.00	0.00	0.00	27.56	27.56
Misc. Travel Expenses, Meals, Par...	0.00	0.00	0.00	0.00	41.79	41.79
Travel -- Air,Train,Transit,Cab,Rental	0.00	0.00	0.00	0.00	306.38	306.38
TOTAL Governance Committee	0.00	0.00	0.00	0.00	487.11	487.11
National Board						

Cash Flow by Tag - All Dates

7/1/2008 through 2/28/2017

2/28/2017

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Category	2015 Charlot...	2016 Canton	2016 Dallas, ...	2016 Fort La...	2017 Orlando	OVERALL TOTAL
Board Meeting Expenses						
Meals - National Board & Guests	2,174.19	2,993.49	3,784.86	2,672.74	2,341.59	13,966.87
Mtg Rooms, Coffee, Soda, Depo...	317.54	850.00	500.00	1,890.96	429.17	3,987.67
TOTAL Board Meeting Expenses	2,491.73	3,843.49	4,284.86	4,563.70	2,770.76	17,954.54
Board Member - Board Meeting Ex...						
Lodging - Board Meeting	2,199.43	3,037.44	3,206.60	3,638.58	2,795.75	14,877.80
Mileage - Board Meeting	1,800.02	2,034.72	847.31	1,286.82	578.87	6,547.74
Misc. Travel Expenses, Meals, P...	883.76	293.63	562.22	1,494.17	521.20	3,754.98
Travel-Air, Train, Transit, Cab, Rental	3,683.02	1,383.07	6,270.31	4,160.56	3,774.86	19,271.82
TOTAL Board Member - Board ...	8,566.23	6,748.86	10,886.44	10,580.13	7,670.68	44,452.34
TOTAL National Board	11,057.96	10,592.35	15,171.30	15,143.83	10,441.44	62,406.88
National Conference Committee						
Committee Travel						
Lodging	0.00	0.00	0.00	165.09	110.37	275.46
Misc. Travel Expenses, Meals, P...	0.00	0.00	0.00	71.77	7.99	79.76
Travel - Air, Train, Transit, Cab, ...	0.00	0.00	0.00	323.20	349.94	673.14
TOTAL Committee Travel	0.00	0.00	0.00	560.06	468.30	1,028.36
TOTAL National Conference Comm...	0.00	0.00	0.00	560.06	468.30	1,028.36
New Sections Committee						
Committee Travel						
Lodging	0.00	0.00	159.45	0.00	0.00	159.45
Mileage	0.00	0.00	12.42	0.00	0.00	12.42
Misc. Travel Expenses, Meals, P...	0.00	0.00	334.20	0.00	0.00	334.20
TOTAL Committee Travel	0.00	0.00	506.07	0.00	0.00	506.07
TOTAL New Sections Committee	0.00	0.00	506.07	0.00	0.00	506.07
Public Relations Committee						
Committee Travel						

Cash Flow by Tag - All Dates

7/1/2008 through 2/28/2017

2/28/2017

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Category	2015 Charlot...	2016 Canton	2016 Dallas, ...	2016 Fort La...	2017 Orlando	OVERALL TOTAL
Lodging	0.00	0.00	0.00	165.39	0.00	165.39
Mileage	0.00	0.00	0.00	92.88	0.00	92.88
Travel - Air,Train,Transit,Cab,Re...	0.00	0.00	0.00	198.00	0.00	198.00
TOTAL Committee Travel	0.00	0.00	0.00	456.27	0.00	456.27
TOTAL Public Relations Committee	0.00	0.00	0.00	456.27	0.00	456.27
Student-CEU's Committee						
Committee Travel						
Lodging	0.00	0.00	0.00	165.39	0.00	165.39
Mileage	0.00	0.00	0.00	68.04	0.00	68.04
Misc. Travel Expenses, Meals, P...	0.00	0.00	0.00	48.36	0.00	48.36
Travel - Air,Train,Transit,Cab, Re...	0.00	0.00	0.00	250.96	0.00	250.96
TOTAL Committee Travel	0.00	0.00	0.00	532.75	0.00	532.75
TOTAL Student-CEU's Committee	0.00	0.00	0.00	532.75	0.00	532.75
Technology Committee						
Committee Travel						
Lodging	0.00	273.76	0.00	0.00	0.00	273.76
Mileage	0.00	279.02	0.00	0.00	0.00	279.02
Misc. Travel Expenses, Meals, P...	0.00	7.15	0.00	0.00	0.00	7.15
Travel-Air, Train, Transit, Cab, R...	0.00	205.20	0.00	0.00	0.00	205.20
TOTAL Committee Travel	0.00	765.13	0.00	0.00	0.00	765.13
TOTAL Technology Committee	0.00	765.13	0.00	0.00	0.00	765.13
TOTAL OUTFLOWS	12,684.00	11,769.16	17,477.44	18,011.99	12,376.15	72,318.74
OVERALL TOTAL	-12,684.00	-11,769.16	-17,477.44	-18,011.99	-12,376.15	-72,318.74