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The Board of Directors of the American Association of Daily Money Managers met via telephone conference on Wednesday, January 28, 2015, with Courtney Smith presiding.

PRESENT

Courtney Smith, President
Jackie Bell
Caitlin Hall
Lewis Knopf
Leah Nichaman
Alison Salisbury
Sheri Samotin
Marcia Turner
Louann Webber
Robyn Young
Denise Ott, staff
Erin Connelly, staff
Lisa Reeves, staff

ABSENT

Clare Dube

Ms. Smith called the meeting to order at 7:01 p.m. Eastern time. She welcomed the newest Board members, Clare Dube, Marcia Turner and Robyn Young.

The minutes of the Board conference call held December 9, 2014 were approved as previously distributed on a motion by Ms. Salisbury, seconded by Ms. Nichaman, and carried unanimously.

TREASURER'S REPORT

Mr. Knopf referred to the report of income and expenses compared to budget for the 2014 fiscal year, noting that again AADMM has exceeded its excess revenue projection. He reported that income exceeded the budget by 8%, \$18,400.

Mr. Knopf reported that expenses were 103% of what was budgeted. The excess revenue for 2014 was \$26,155. He reminded the Board that 25% of the excess revenue will be added to the cash reserve fund once the CD matures.

Referring to the balance sheet, Mr. Knopf noted there were no changes and that the CD's will mature in May. He pointed out that member equity will grow again and is currently at \$105,000, AADMM's accumulated profit.

The reports were filed for audit.

MEMBERSHIP REPORT

Ms. Knopf referred to the report of membership as of December 31, noting the year ended with 798 members, disappointing it did not hit 800. Ms. Smith mentioned that AADMM grew by 27 members.

Ms. Ott provided an update on the membership dues and stated that over 570 renewals were received and processed. She reminded the Board to send in their dues before the end of the month. Ms. Nichaman asked for the process of when renewals are received and Ms. Ott explained that the renewals are entered into the database as well as the financial

software. She also noted that a majority of the membership is using the PayPal system for credit card payments.

2015 WORK PLAN AND BUDGET REVIEW

Ms. Ott explained the background to developing the annual Work Plan and Budget, beginning with the strategic planning session held in August, the ranking of program areas for use of resources, and the setting and prioritizing of objectives for the year. She then reviewed each activity sheet within the Work Plan booklet, and the proposed budget impact.

The following changes were made during the review:

2.1 Member Contact and Mentoring – an additional \$1,000 was added to pay for videotaping testimonials.

3.1 Annual Conference – registration income was increased to \$44,850.

Following the presentation and discussion of all Work Plan activities, Ms. Ott reviewed the comparison of the proposed budget to the previous years' experience with income and expenses.

The activity volunteer staff chart was presented by Mr. Knopf. He explained that some of the new activities were not figured into the contract and would have to be added. He noted that the staff time for the basic services is 2,450 hours which will be a projected contract of \$89,500. He further noted that Atlas's rate is \$40 per hour and that Ms. Ott is giving a discounted rate for AADMM, otherwise, it would be \$98,500. Mr. Knopf mentioned that he and Ms. Ott will work on reviewing the staff time as well as how much volunteer time on a monthly basis.

Ms. Turner noted that this discussion on staff time should be a year-round discussion not at the end of the year. Mr. Knopf expressed that by reviewing the charts monthly he will be able to see where the problem areas exist.

Mr. Knopf referred to the report and reminded the Board that the 169 hours was not incorporated into the management contract so that time would need to be figured into the contract – an estimated \$6,700 additional.

A motion to approve the work plan and budget with changes was made by Ms. Webber, seconded by Ms. Turner and carried unanimously.

Ms. Smith thanked Ms. Ott and Mr. Knopf for their work.

Ms. Smith asked that each program area leader (PAL) provide the necessary information to Mr. Knopf and Ms. Ott to record volunteer time as well as staff time on a monthly basis. Ms. Ott and Mr. Knopf will then provide those reports to the Board. The Board had a lengthy discussion on how to incorporate volunteer time into these reports and asked Ms. Ott and Mr. Knopf to work on a uniformed process to be given to each of the PALs. This process should include a time sheet for volunteers along with some set procedures like all time should be in 15-minute increments; time is due on the fourth business day of the month, etc. Mr. Knopf and Ms. Ott will incorporate these suggestions and send something to the PALs.

OLD BUSINESS

2016 Annual Conference Location – Ms. Bell presented the information for the 2016 Annual Conference. She reminded the Board that during the November meeting they instructed the

staff to research four locations New Orleans, Ft. Lauderdale, Miami and Tampa. After review of those locations, New Orleans was too costly along with Ft. Lauderdale. She reviewed the other options and recommended the Renaissance Tampa as the first choice, second choice Hilton Downtown Miami and the InterContinental Tampa. The Board discussed the various locations including the room nights reserved and felt that any of the properties listed would be adequate. A motion was made to approve the Renaissance Tampa by Ms. Webber, seconded by Mr. Knopf and carried unanimously.

July Board meeting – Ms. Smith outlined her thoughts on locations for the July Board meeting. She mentioned Baltimore or Washington D.C. as options for the meeting. Ms. Webber noted that D.C. has many options including Restin and is easy to fly in and out of. Ms. Ott provided some research that Baltimore was quite expensive to be in Inner Harbor but Washington D.C. had more prospects such as National Harbor or Old Alexandria, Virginia. Ms. Nichaman stated that the metro is easy to use to get anyone to and from the airport. Ms. Smith asked Ms. Ott to review options and to consult with Ms. Webber and Ms. Nichaman on hotels in Washington D.C. for July.

NEW BUSINESS

AADMM Attorney – Ms. Smith expressed the need to consider hiring an attorney for AADMM. She mentioned having a meeting with Gerald Neiderman from Polsinelli which is a national firm that provides legal advice to non-profits. She further noted that he could assist AADMM with reviewing contracts and agreements, anti-trust issues, Board training and procedures, etc. She mentioned that the firm requires a company to sign their engagement letter which covers the scope of services mentioned above and the hourly rate (\$475 for Gerald Neiderman, other attorneys range from \$250-\$450). Polsinelli also requires a retainer of \$5,000 that stays in an account until AADMM decides to terminate the relationship. Then the monies are used to pay the final bill and are returned to AADMM if anything is left. Ms. Smith asked the Board if she can move forward with signing the engagement letter. The Board had a lengthy discussion and noted that overall, this is prudent of the Board to move forward. A motion was made to retain Polsinelli as AADMM's attorney by Ms. Webber, seconded by Mr. Knopf, and carried unanimously. Ms. Smith planned to sign the letter of engagement and asked Ms. Ott to update the budget to reflect the addition of \$5,000 for attorney fees. Ms. Ott asked Ms. Smith to send her the signed letter to keep in the corporate records.

Mr. Knopf asked if Ms. Smith can find out which offices specialize in non-profit law. She planned to ask that question and send the response to the Board.

Certification Board Appointment – Ms. Bell mentioned that a member of the Certification Board did not renew their certification therefore making them ineligible to be on the Board. She recommended Joel Catania from New York who has been recertified twice and has been a long time AADMM member. Ms. Belle made a motion to approve the appointment of Joel Catania for the Certification Board, seconded by Mr. Knopf, and carried unanimously with one abstention.

The Board discussed the time commitment of the Certification Board and Ms. Bell noted that since holding regular scheduled conference calls this has decreased the amount of time a Board member spends. Ms. Turner agreed since she was on the Board and by implementing the policies and the calls has cut down on the time factor.

Board Action on Certification Appeal Process – Ms. Bell presented the Certification Board's recommendation of a formal appeal process. She noted that a Professional Daily Money Manager (PDMM) has 60 days to appeal a decision once they have been informed. This policy is to help formalize the process to assist new candidates along with recertifying

PDMMs. Ms. Bell made a motion to approve the certification appeal process as presented, seconded by Ms. Webber and carried unanimously.

Conference call April 22 – Ms. Smith mentioned that a few Board members struggle with the 7 p.m. Eastern conference call time and asked if there was another time during the day that could be more convenient. Ms. Hall noted that she is one of the Board members that has other obligations at this time and suggested holding the Board calls during the day. Ms. Smith asked Ms. Ott to send a poll of suggested times out to the Board for the April 22 conference call. Ms. Ott will confirm the time once determined via email to the Board.

The staff was asked to leave the conference call at 9:26 p.m. to discuss the management contract. Ms. Salisbury recorded the following minutes from the closed session. Ms. Smith introduced the Board action item to increase the management fee of \$84,580 by \$5,000 for a new fee of \$89,850. This is to accommodate for providing the same basic services to a larger organization due to the growth in membership. Ms. Webber made a motion to approve the Board action Item to increase the management fee by \$5,000, seconded by Mr. Knopf. While everyone agreed that Atlas should be fairly compensated for services rendered, a discussion followed to determine exactly what the scope of basic services includes vis-à-vis the additional activities of the Strategic Plan. The board could not come to agreement, so the motion was tabled until after Ms. Smith and Mr. Knopf conferred with Ms. Ott.

Denise Ott

2-11-15 do