



The meeting was called to order at 12:15 p.m. by President Keith Fortenberry.

Minutes from the 2022 Annual Business Meeting

Due to concerns regarding several errors in the minutes, Alan Barefield made a motion to dispense with the reading of the minutes and asked that corrections be sent to mwpcoa@yahoo.com. Motion was seconded by David Karr. Motion passed unanimously.

Treasurer Financial Report

Treasurer Daniel Rayfield and Horizon Professional Services (the association's management company) CEO Ryan Kelly presented the Treasurer's Report.

- Rayfield described the current duties performed by the management company that included basic bookkeeping services, managing the membership database, and being the primary contact for blast emails to the membership.
- The Financial Report is attached in Appendix I to these minutes. A summary of the financial report follows:
 - Total assets of the association for Fiscal Year 2022 are \$89,115.67.
 - Net income of the association for Fiscal Year 2022 was \$2,918.52. This net income resulted from:
 - Total income of \$76,214.20.
 - Total expenses of \$73,245.68.
- Discussion of the Financial Report
 - Danny Hutcherson asked where the reimbursement for Day/HOOT trainings was listed. Kelly replied that those reimbursements were included in the Registration Fees income account.
 - Hutcherson then requested a year-to-year comparison of the association's financial statements. Kelly replied that Horizon Professional Services would provide these reports for the data that the association had.
 - Steve Wittman asked what made up the Refunds expense account. Kelly replied that this account was comprised of cancelled registrations.
- D.L. Gieger made a motion to accept the Financial Report as presented. This motion was seconded by Jeff Byrd. The motion passed unanimously.

Constitution and Bylaws Committee Report – Jeff Byrd (chair)

- Byrd began his report by stating that there may have been activities that took place during the COVID-19 pandemic and its aftermath that may not have strictly adhered to the bylaws.
- The Constitution and Bylaws Committee (hereafter referred to as the "Bylaws Committee") is currently in the process of developing recommendations for changes to the Articles of Incorporation and the Bylaws for consideration by the membership.
- Recommendations from the Bylaws Committee will be provided to the membership for public comment through a form available on the association's website. Notice of this public comment period will be sent through email to the membership.

- The final draft of the recommended changes to the Bylaws will be provided to the membership through the association's website and notice of a vote on these recommendations will be provided in accordance with regulations provided by the Mississippi Nonprofit Act and the current association Bylaws.
- Wittman asked if the current Bylaws could be posted on the association website. Barefield will work with Kelly to get this accomplished.
- Sheree Cantrell asked how the communication of bylaw change recommendations would take place. This communication will take place through email notification with the changes posted on the association's website.

Trainers' Reports

- Bill Rutledge (Day Training and HOOT Training Coordinator for the norther portion of the state; MWPCOA Districts 2, 8, and 9) – Held seven day sessions and four HOOT trainings that covered the breadth of the northern portion of the state.
- D.L. Gieger (HOOT Training Coordinator for the central and southern portions of the state) – Held 12 HOOT trainings with good attendance at all. Two additional trainings will be classified as day trainings: McComb (May 9) and Laurel (May 10).
- Danny Hutcherson (Day Training Coordinator for the central portion of the state) – Held three day training sessions with relatively poor attendance. Wonders if the trainings are being adequately communicated to operators. Asked that if anyone present is not receiving training notifications to let someone know (email mwpcoa@yahoo.com).

Old Business

District Rebates (Keith Fortenberry)

- Fortenberry examined the membership records possessed by the association (2021 and 2022) and calculated the rebates that have accrued to the individual Districts based on those records. Analysis can be found in Appendix II of these minutes.
- Distributions to all districts will total \$7,830.
- Fortenberry and Daniel Rayfield asked that the districts provide information regarding leadership (presidents and treasurers) to the mwpcoa@yahoo.com address.
- Steve Wittman asked about the records that the association doesn't have and why do these records not exist. Fortenberry stated that these records were lost in the Administrative Assistant transitions over the past three years. Wittman stated that procedures should be implemented to avoid this; Fortenberry stated that much of this has been corrected through the association's relationship with Horizon Professional Services.

New Business

Announcement of Administrative Assistant Search

Keith Fortenberry announced that Kim Smith had resigned effective March 31, 2023. The Board of Governors will issue a call for resumes/proposals to fill the role of the Administrative Assistant.

D.L. Gieger shared his belief that Smith was a valuable asset to the organization by increasing membership and association revenues. Gieger made a motion to allow Smith to rescind her resignation and re-establish the association's contractual relationship with Smith until December 31, 2023 and that the association should initiate a search for a permanent Administrative Assistant no later than September 30, 2023. Motion was seconded by Glen Woods.

- Extensive discussion ensued regarding this motion.
- Keith Lott offered an amendment that this matter should be referred back to the Board of Governors. Fortenberry indicated that the Board of Governors had addressed this matter in its March 27, 2023 meeting and that the Board of Governors had voted 6-0 to not allow Smith to rescind her resignation and to move forward with a search.
 - This amendment was rejected by Gieger.
- A vote was taken on the original motion. The vote was eleven votes for the motion and thirteen votes against. The motion failed.
- Lott restated his motion to direct the Board of Governors to examine this issue and reach a decision. Motion was seconded by Anthony Hall. Motion passed 26-0.

A motion was made by Daniel Rayfield to appoint Danny Hutcherson as the interim Administrative Assistant until the search process for a new Administrative Assistant is completed contingent on action by the Board of Governors as directed by Lott's motion. This motion was seconded by Anthony Hall. Motion passed unanimously.

MWPCOA Attorney

Jeff Byrd stated that he had been a member of the association for 38 years and that his only goal is to see the organization move forward. He stated his belief that Attorney Lee Turner should be retained by the association to address legal issues faced by the association. He introduced Turner to the membership. Turner offered to prepare a proposal for consideration by the association to retain his services on a retainer basis.

Byrd made a motion to direct the Board of Governors to evaluate Turner's proposal to act as retainer counsel for the association. Motion was seconded by George Kane. Motion passed unanimously.

Information Maintenance

Danny Hutcherson stated his belief that the Bylaws Committee (and, by implication, the Board of Governors) should insure that membership and other information pertinent to the operation of the association should be maintained and available in the future so that problems such as the ones encountered in the past can be avoided.

Ryan Kelly explained the types of procedures used by Horizon Professional Services to safeguard the association's data. The membership database (Wild Apricot) and financial software (QuickBooks Online) are hosted on proprietary cloud servers that are hosted on various services by the respective companies. Other types of information are stored in Dropbox, another cloud-based data storage service, and that this service is accessible by certain members of the Board of Governors. In addition, Kelly stressed the fact that the association's information belongs to the association, not Horizon Professional Services, and that if the association terminated its contract with Horizon Professional Services, the association would receive all of its data.

Wastewater Advisory Council Liaison

Keith Fortenberry shared that Tommy Fairfield's term as the MWPCOA representative to the Wastewater Advisory Council (MDEQ) has ended and that a new representative needs to be appointed. Tommy Fairfield has agreed to serve as the association's liaison if it is the will of the membership.

Jeff Byrd made a motion to reappoint Tommy Fairfield to this role. Motion was seconded by Victor Smith. The motion passed unanimously.

2023 Annual Conference Recap

Steve Luckett indicated that he will begin work on the 2024 Annual Conference agenda to facilitate the participation of vendors. He also stated that all members should ask their vendors to participate in the conference.

Steve Wittman indicated that he thought that the conference went well and that the exhibitor classroom concept was great. He is looking forward to participating in the conference in 2024.

Danny Hutcherson wants to plan the 2024 Annual Conference and secure a location within the next thirty days.

D.L. Gieger highlighted many positive aspects of having the conference in Natchez. Gieger made a motion to hold the 2024 MWPCOA Annual Conference at the Natchez Convention Center. Motion was seconded by Jeff Byrd.

- Luckett stated that the setup at the Natchez Convention Center is extremely easy for vendors.
- Wittman stated that this location is superior to casinos. He would like to see the conference become more family-friendly by having activities (quality programming, tours, etc.) for spouses.
- Motion passed unanimously.

2023-2024 Officer Slate

Keith Fortenberry shared the slate of officers for 2023-2024. These included:

President – Keith Fortenberry	President-Elect – Alan Barefield
Treasurer – Daniel Rayfield	Past President – Ken Briggs

- Alan Barefield stated that while this issue was addressed at the 2022 Annual Business Meeting, there was a possibility that there was an error in the method in which this was handled. However, there is nothing in the current bylaws that prohibit officers from succeeding themselves.
- Motion was made by George Kane to accept the slate of officers as recommended by the Board of Governors. Motion was seconded by Albert Landrum. Motion passed unanimously.

Scholarship Fundraiser

- D.L. Gieger reported that the raffle for the 9 mm Ruger handgun raised \$1,165.65 for the scholarship fund.
- The winner of the handgun was Nell Gieger.

All business having been conducted, a motion was made by Daniel Rayfield and seconded by David Karr to adjourn the 2023 Annual Business meeting.

Appendix I

MWPCOA

Balance Sheet

As of December 31, 2022

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
Bank Plus Checking Account	0.00
PayPal Account	0.00
Regions Checking Account	10,188.72
Regions Savings	72,395.12
Total Bank Accounts	\$82,583.84
Accounts Receivable	
Accounts Receivable	6,531.83
Total Accounts Receivable	\$6,531.83
Other Current Assets	
Undeposited Funds	0.00
Total Other Current Assets	\$0.00
Total Current Assets	\$89,115.67
TOTAL ASSETS	\$89,115.67
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	1,549.25
Total Accounts Payable	\$1,549.25
Other Current Liabilities	
Payroll Liabilities	-390.00
Prepaid Income for Next Year	0.00
Total Other Current Liabilities	\$ -390.00
Total Current Liabilities	\$1,159.25
Total Liabilities	\$1,159.25
Equity	
Fund Balance	75,353.38
Opening Bal Equity	0.00
Retained Earnings	6,041.19
Net Income	6,561.85
Total Equity	\$87,956.42
TOTAL LIABILITIES AND EQUITY	\$89,115.67

MWPCOA

Profit and Loss

January - December 2022

	<u>Total</u>
Income	
Interest Income	1.59
Manuals	75.00
Membership Dues	54,531.10
Membership Dues Received	450.00
Total Membership Dues	\$ 54,981.10
Registration Fees	20,846.51
Testing Fees	310.00
Total Income	\$ 76,214.20
Gross Profit	\$ 76,214.20
Expenses	
Accounting Fees	1,225.00
Administrator-Contract Payment	23,150.00
Bank Service Fee	248.16
AC- QB, PayPal & Bk Cd Charges	-53.45
Total Bank Service Fee	\$ 194.71
Board of Governors Expenses	
Board Mileage Reimbursement	104.40
Total Board of Governors Expenses	\$ 104.40
Dinners/Banquets/Refreshments	23.67
District Training Expense	1,074.80
Contract Training	815.63
District Training - Train Coord	5,250.00
District Training Meals/Travel	1,132.85
District Training Reimbursement	1,216.51
Email Blasts & Text Message Not	40.61
Special Training Session	
Program Director-Training	9,500.00
Total Special Training Session	\$ 9,500.00
Text Message Service	2,709.77
Total District Training Expense	\$ 21,740.17
Equipment	460.09
Insurance	
Insurance - Fideility Bond	1,548.95
Total Insurance	\$ 1,548.95
Meeting Expenses	
Annual Meeting Expenses	5,854.49
Cash Door Prizes	321.00
Total Annual Meeting Expenses	\$ 6,175.49
Short Course Expense	5,864.81
Total Meeting Expenses	\$ 12,040.30
Office Expense	1,127.38
Checks	135.87

Office Supplies	236.44
Short Course Expense	2,222.05
Telephone	
Cell Phone	1,085.64
Total Telephone	\$ 1,085.64
Total Office Expense	\$ 4,807.38
Office Expense - Online Software	438.06
Postage Fees	237.81
Box Rent	185.04
Total Postage Fees	\$ 422.85
QuickBooks Payments Fees	58.50
Refunds	4,052.25
Registration Fee	-375.00
Travel Expense	2,171.07
Mileage Reimbursement	1,183.28
Total Travel Expense	\$ 3,354.35
Total Expenses	\$ 73,245.68
Net Operating Income	\$ 2,968.52
Other Expenses	
Reconciliation Discrepancies-1	50.00
Total Other Expenses	\$ 50.00
Net Other Income	-\$ 50.00
Net Income	\$ 2,918.52

Wednesday, Apr 19, 2023 01:00:50 PM GMT-7 - Cash Basis

Appendix II

