

National Home Service Contract Association
Minutes of NHSCA Annual Membership Meeting
The Island House Hotel
Mackinac Island
10:00 AM EDT Thursday, June 21, 2018

The annual meeting of the members of the National Home Service Contract Association was in person at The Island House Hotel on Mackinac Island.

Roll Call:

2-10 Home Buyers Warranty	Michael Bartosch
AHG Home Warranty	Chad Forbush
American Home Shield (AHS, HSA, OneGuard, Landmark)	Tom Courtney, Mark Celichowski
America's Preferred Home Warranty	Rodney Martin, Phil West, Mike Sadler
Fidelity National Home Warranty	Howard Brothers
First American Home Warranty	Jeff Powell
HMS National/Cross Country	John Walsh
HomeGuard Home Warranty	Robert Hessling
Home Warranty of America/Direct Energy	Elizabeth Borges, Leah Barton
National Home Guaranteed	Richard Adams
Nations Home Warranty	Sharon Harrison
Old Republic Home Protection	Gwen Gallagher, Lorna Mello, Chris Wasson

Members Absent:

Universal Home Protection	James Imhoff
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Staff Present: Art Chartrand, NHSCA Executive Director & Counsel
Joy Moore, NHSCA Manager

A quorum was present. President Mike Bartosch chaired the meeting.

President Bartosch announced that this meeting was held pursuant to duly authorized written notice to all members February 26, 2018. All members acknowledge and consent to such notice by their presence today.

Reading of Antitrust Policy Statement

The Antitrust Policy as adopted March 4, 2004 by the NHSCA was read in full by Chartrand in person. All members acknowledged the policy and no questions were presented.

Role of NHSCA Staff and Responsibilities

Chartrand gave a brief presentation of the staffing and administrative functions of the NHSCA Central Office. Art Chartrand of Chartrand Legal Management, Inc. serves as Executive Director and General Counsel of the NHSCA. Chartrand disclosed that he also represents individual companies in the home warranty industry and is responsible to ensure no conflicts exist.

Election of Board of Directors

It was noted that pursuant to Article II Section 1, a membership in the NHSCA shall mean a company or firm. Each company may designate an actual person from time to time and advise the administrative staff. Staff will endeavor to advise all members of the appropriate person (or persons) filling the membership role.

Upon motion duly made by Walsh and seconded by Harrison the following Directors were duly elected.

2-10 Home Buyers Warranty	Michael Bartosch
AHG Home Warranty	Chad Forbush
American Home Shield Companies (AHS, HSA, OneGuard, Landmark)	Tom Courtney
America's Preferred Home Warranty	Mark Celichowski
Fidelity National Home Warranty	Rodney Martin
First American Home Warranty	Howard Brothers
HMS National/Cross Country	Jeff Powell
HomeGuard HomeWarranty	John Walsh
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Universal Home Protection	Gwen Gallagher
	James Imhoff

President's Report

President Bartosch reported the Association remains viable and strong. Details regarding the business of the Association would be reviewed in a board of directors meeting following adjournment.

Election of Officers

The following slate of officers currently serve:

President	Mike Bartosch (2-10 Home Buyers Warranty)
Vice President	Lorna Mello (Old Republic Home Protection)
Sec./Treasurer	Richard Adams (National Home Guaranteed)

The following slate of officers is now proposed to serve 2018-2020:

President	Lorna Mello (Old Republic Home Protection)
Vice President	Richard Adams (National Home Guaranteed)
Sec./Treasurer	John Walsh (HMS/ Cross Country HS)

Upon motion duly made by Forbush and seconded by Borges, the above slate of officers was unanimously approved.

Election of New THSCA and CHSCA Presidents

The following slate of officers currently serve:

CHSCA President	Billy Jensen (Fidelity)
THSCA President	Lorna Mello (Old Republic Home Protection)

The following slate of officers is now proposed.

CHSCA President	Robert Hessling (HomeGuard HW)
THSCA President	Chad Forbush (AHG Home Warranty)

Upon motion duly made by Adams and seconded by Courtney, the above slate of officers was unanimously approved.

Passing of the Gavel

We had a brief passing of the gavel ceremony.

Banking Resolution

The following banking resolution was considered:

BE IT RESOLVED, that the treasurer of this corporation be John Walsh and he is hereby authorized and directed to pay the expenses of the incorporation and organization of this corporation.

There was next considered designating depositories of the funds of the corporation, and the officers authorized to sign and endorse checks, drafts and the like.

BE IT FURTHER RESOLVED, that First National Bank of Kansas, be and it is hereby designated a depository of this corporation and that funds so deposited may be withdrawn upon a check, draft, note or order of the corporation.

BE IT FURTHER RESOLVED, that all checks, drafts, notes or orders drawn against said account be signed by any one of the following:

John Walsh	Treasurer
Arthur Chartrand	Administrator

with countersignature required only for amounts in excess of \$20,000 by both the administrator and the treasurer or other board member and that no checks, drafts, notes or orders drawn against said Bank shall be valid unless so signed.

BE IT FURTHER RESOLVED, that said Bank is hereby authorized and directed to honor and pay any checks, drafts, notes or orders so drawn, whether such checks, drafts, notes or orders be payable to the order of any such person signing and/or countersigning said checks, drafts, notes or orders, or any of such persons in their individual capacities or not, and whether such checks, drafts, notes or orders are deposited to the individual credit of the person cosigning and/or countersigning said checks, drafts, notes or orders, or to the individual credit of any of the other officers or not. This resolution shall continue in force and said Bank may consider the facts concerning the holders of said offices, respectively, and their signatures to be and continue as set forth in the certificate of the Secretary, accompanying a copy of this resolution when delivered to said Bank or in any similar subsequent certificate, until written notice to the contrary is duly served on said Bank.

BE IT FURTHER RESOLVED, that the President, Treasurer and Administrator of this corporation jointly or their successors in office, are authorized for, on behalf of, and in the name of this corporation to:

(a) Negotiate and procure loans without limitation as to amount subject to prior written approval by the Board of Directors;

(b) Discount with said bank, commercial or other business paper belonging to this corporation, made or drawn by or upon third parties, without limit as to amount;

(c) Give security for any liabilities of this corporation to said bank by pledge or assignment or a lien upon any real or personal property, tangible or intangible, of this corporation, and

(d) Execute in such form as may be required by the bank all notes and other evidences of such loans, all instruments of pledge, assignment or lien, and that none of the same shall be valid unless so signed or endorsed; provided, however, that the endorsement of promissory notes discounted may be affected by any one of them.

RESOLVED FURTHER, that the said bank be, and it is hereby authorized and directed to pay the proceeds of any such loans or discounts as directed jointly by the persons so authorized to sign, whether so payable to the order of any of said persons in their individual capacities or not, and whether such proceeds are deposited to the individual credit of any said persons or not. But, in no such case shall any payment be made to any board member without prior written notice to the entire board.

Upon motion by Celichowski and second by Gallagher, the above banking resolutions was adopted.

The next item of business was the proper salaries for the officers and directors of the corporation. After full discussion, it was determined that the officers

and directors would continue to serve without salary until future decision of the board of directors.

The President reported that the 2017 tax return for the corporation will be prepared by Nexus Accounting. Copies will be made available for inspection by members.

Treasurer's Report

The Treasurer gave a brief report and statement of all income and expenses. He reported the Association is solvent and continues to meet all current and expected obligations. A full report at the regular board to follow.

Upon motion duly made by Bartosch and seconded by Mello, the treasurer's report was approved.

There being no further business to come before the membership, upon motion by Bartosch and second by Celichowski, the meeting was duly adjourned.

APPROVED:

John Walsh
NHSCA Secretary/Treasurer

Lorna Mello
NHSCA President