

National Home Service Contract Association
Minutes of NHSCA Annual Membership Meeting
June 8, 2022

The annual meeting of the members of the National Home Service Contract Association was held in person in Santa Fe, New Mexico on June 8, 2022..

Member Roll Call:

2-10 HBW	Jacqui Crockett, Lindsey Iten
AFC Home Club	Randy Reis
American Home Protect	Corinne Maples, Ashley Altick
America's Preferred Home Warranty	Phil West, Brendan Morgan
Fidelity National Home Warranty	Lorna Mello
First American Home Warranty	Andy Hand, Zach Zaharek
Guard Home Warranty	Sergey Spisovskiy, Mikhail Koval
HomeGuard Home Warranty	Robert Hessling
NRG Services	Heather Cone
Old Republic Home Protection	Jim Mullery, Frank Caballero

Absent:

America's Preferred Home Warranty	Rodney Martin
Choice Home Warranty	Jim Mostofi, Brian Tretter
Cinch Home Services	Sloane Levy
Universal Home Protection	James Imhoff

Staff: Pierce Haley, NHSCA Executive Director
Art Chartrand, NHSCA "Of Counsel"
Joy Moore, NHSCA Admin. Staff
Travis Moore, Sr. Legislative Regulatory Counsel

A quorum was present. President Hand chaired the meeting.

Hand announced that this meeting was held pursuant to duly authorized written notice to all members on February 18, 2022. 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 out loud in full by Haley. All members acknowledged the policy, and no questions were presented.

Role of NHSCA Staff and Responsibilities

It has been one year since the planned two-year transition of the new Executive Director began. Chartrand remains "Of counsel" to advise the new Executive Director and handle special projects upon request. Joy Moore, contracted through CLM, Inc. is continuing to handle the day-to-day management at the direction of the new Executive Director. She will be transitioning duties throughout this coming year to Serlin Haley. Travis Moore is continuing his role as legislative counsel.

President's Report

Hand reported the Association remains viable and strong. Details regarding the business of the Association will be reviewed in a board of directors meeting following adjournment. She also highlighted accomplishments of the association over the past few years.

State Association President's Report

We have two elected, standing presidents. They are currently Corinne Maples for THSCA and Robert Hessling for CHSCA. They remain in office until a motion is made for a replacement. Nominations for other state association presidents may be made on an as need basis.

Current Officers

The following slate of officers currently serve and will remain for another year.

President	Andy Hand, First American Home Warranty
Vice President	Jacqui Crockett, 2-10 Home Buyers Warranty
Sec./Treasurer	Jim Mullery, Old Republic Home Protection

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.

This is the proposed board of Directors to be voted on in the meeting pursuant to Article III, Section of the Bylaws.

2-10 HBW	Jacqui Crockett
AFC Home Club	Randy Reis
American Home Protect	Corinne Maples

America's Preferred Home Warranty	Phil West
Choice Home Warranty	Jim Mostofi
Cinch Home Services	Sloane Levy
Fidelity National Home Warranty	Lorna Mello
First American Home Warranty	Andy Hand
Guard Home Warranty	Sergey Spisovskiy
HomeGuard Home Warranty	Robert Hessling
Old Republic Home Protection	Jim Mullery

Upon motion duly made by Mello and seconded by West the above Board of Directors were duly elected.

Banking Resolution

The following banking resolution was considered:

BE IT RESOLVED, that the treasurer of this corporation be Jim Mullery 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:

Jim Mullery
Arthur Chartrand

Sec/Treasurer
Administrator/Of Counsel

with countersignature required only for amounts more than \$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 evidence 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 Mullery and second by Crockett the above banking resolutions was adopted.

Directors & Officers

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.

Tax Return

The 2021 tax return for the Association will be prepared and filed by API Partners. An extension was file on May 15, 2022. Copies will be made available to the officers and board members upon request.

Treasurer's Report

Outgoing Treasurer Hand gave a brief report on the overall financial condition of the Association. He reported the Association is solvent and continues to meet all current and expected obligations. A full report at the regular board meeting to follow.

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

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

APPROVED:



Jim Mullery, NHSCA Secretary/Treasurer