

FMDIC Face-to-Face Meeting
September 7, 2012
Official Annual Meeting
First Meeting of the New TX Corporation

Members Present: Al Alonso, RAPS (Industry Co-Chair) - Leader
Jeff Mansell, TDSHS (Regulatory Co-Chair) - Phone
Steven Juett, ACCE (Treasurer)
Sue Thomason, FDA-DALDO (Secretary)
David Braeutigam, AAMI (pri) - Phone
Brian Blankenship, AdvaMed (pri) - Phone
Mary Ellen Delaney – ASQ BD (alt) - Phone
Randy Thoma, BioAustin - Phone
Jo Svochak, CLMA (pri)
David Makanani, OK Bio (pri) - Phone
Audrey Swearingen, RAPS (alt)
Julie Thomas, TMDA (pri) - Phone
David Arvelo, FDA-SWRO - Phone
Tom Brinck, TDSHS (alt) - Phone
John Criscione, Texas A&M University (pri) - Phone

Members Absent: Rebecca Ellis, ASQ BD (pri)
Ricky Rodriguez, FDA-DALDO
Susan Turcovski, FDA-DALDO
Graham Giesen, FDA-DAL
Elaine Crosby, FDA-SWRO
Darrel Arterburn, AdvaMed (alt)

1. Roll call: The results above constituted a quorum of membership.
2. Approval/Correction of June 1, 2012 Meeting Minutes – The minutes were reviewed and discussed. Motion made to amend the 2nd bullet of Incorporation Status report to reflect “approval funding and processing.” Minutes approved as amended.
3. Members
 - Alternates needed
 - CLMA – appointment letter needed for Don (ACTION ITEM – Jo to follow-up on the appointment letter)
 - ACCE – Steve Juett still looking for an alternate
 - AAMI – no update on an alternate
 - Academia – still looking
 - MDMA – Beckie will determine if she can be the primary for MDMA or find another person to be the primary. (ACTION ITEM – Beckie Ellis)

Review of Action Items from June 1, 2012

- Incorporation Status Update – Steve, Jeff, Al
 - Received letter from Secretary of State confirming incorporation in Texas
 - Certificate of Filing of FMDIC, Inc. File #801639593
 - Certificate of Conversion of a Corporation Converting to a Nonprofit Corporation
 - Process begun to convert
 - Certificate of Formation Nonprofit Corporation (Form 202) filed
- Moving forward
 - Items discussed
 - IRS Form 1023
 - Authorized representative - Dan Lassiter CPA agreed to be the rep
 - Narrative description of the activities, past, present and planned
 - Attach newsletter, and other supporting documents to narrative
 - Charter
 - Tom – elect officers and establish by-laws.
 - Re-vote on officers and SOP
 - Start with new elections
 - Tweak charter and SOP
 - Establish new documents
 - Draft charter and by-laws for approval at the next meeting (ACTION ITEM – Beckie Ellis)
 - Sue – Recommend delaying vote until Ricky Rodriguez is here or vote via email for written record.
 - Jeff recommended to affirm by vote, the current officers with an end date of April 2013. * Officers of the new corporation.
 - Co-Chairs*
 - Al Alonso
 - Jeff Mansell
 - Tx Director 1 – Brian Blankenship
 - Tx Director 2 – Jeff Mansell
 - Treasurer – Steve Juett*
 - Secretary – Sue Thomason*
 - Vote FMDIC, Inc. quorum 8 reps on call or in the room.
 - Slate of officers elected by quorum vote
 - Tom – do we have to vote today? Steve – no. New incorporation will supersede previous document (conversion).
 - Beckie – Brian is no longer available to serve. Elected in this meeting to appoint him as a director.
 - Steve – a change now will cost \$400. Once we change to non-profit 1023, we can change officers w/o additional cost. It is a change to the form only. Conversion needed before submitting the 1023.
 - Part 4 – narrative description of activities, past, present, planned
 - CPA – IRS passed EIN to another organization and we do not exist from the IRS point of view

- Beckie – created in 2012, past will only include 2012 and planned activities for 2013
- If IRS wants to go back and look at the website, it may cause a problem.
 - Tom- Shouldn't the website reflect the new organization and only the new?
 - Steve – current website is a historical website only. We need to create new website for the TX incorporation with only this year's activities on the new website.
 - Tom – start fresh and sacrifice the history of the old organization.
 - David A – You cannot erase the past when you have a website. They can go back to archives. It will be obvious if we try to hide the old website.
 - Al – leave it like it is.
 - Steve – Incorporate in TX and announcement as a non-profit.
- David A remains concerned about taxes
- Al – we are now following the appropriate path to correct and move on with the new organization.
- Jeff – CPA made recommendations when we met with him
- Al – approach this as a new organization. Issue with money we have. CPA recommended we start in 2012.
- Steve – current monies will be a donation from the OK incorporation.
 - \$44,790 currently with \$46,418 on Jan 1, 12 to be considered a donation from the OK corp.
- Shown as revenue on financial data form of the 1023. Revenue and not a donation. CPA recommended not to report as a donation but as revenue.
- Steve – if revenue in this tax year – we may have to file and will be taxable based on revenue less expenses this year of \$39,405. Tax may be minimal.
- Al – CPA will help us with that.
- 1023 form – declare as revenue and start fresh? Move forward. No issues voiced.
- Goods, services or funds to individuals? - Medical Device Regulation education service. Scholarships to colleges and universities,
- Successor to another organization? Assets under schedule G. Will not do because the EIN did not exist. No dissension from those on the call
- Public charity? – Private foundation. CPA agreed
- Steve – Incorporation in TX for profit, allows individual to be a registered agent. Steve, as the registered agent and can be in the conversion. Not a

paid position. All notifications to him and he is responsible for updates and changes.

- Steve – Forms for cert for formation of a non-profit organization. Directors Jeff, Al, and John on form. Organized for education (ACTION ITEM - Steve to send forms to Sue to maintain with FMDIC files)
- Name – FMDIC Inc. 4447 NCX Dallas 75202
 - Date 8/14/12
 - Jurisdiction – TX
 - Business address same
 - Pursuant to plan of conversion
 - Signature of organization – Jeff will sign as the first director
 - Articles – Certificate of Conversion, same thing, plan, updated by Steve, execution signee,
 - Will review Jeff’s comments. Using Legalzoom – we will be a non-profit 5 to 7 days.
- Al and Jeff will report back following their meeting with the CPA (**Action Item**) **See above – (CLOSED)**
- Big Event Action Items – All items completed (**CLOSED**)
- **Membership Action Item** – John to ask TMDA to submit formal appointment letter to Sue. Sue to prepare membership letters for TMDA. – Sue gave Al letters (**CLOSED**). Al to take to letters Jeff. Jeff to return them to Sue to mail out. (ACTION ITEM)
 - Appointing an alternate for TMDA. Julie – will discuss at next meeting and let Sue know. (ACTION ITEM)

Committee Reports

- Finance Committee
 - Treasurer’s Report – distributed (see report for details to put in the minutes)
 - Jan 12, 2012 beginning balance - \$46,418.79
 - Big event income - \$37,930.25 as of 8/31/12
 - Major expenses as of 8/31/12
 - On line banking - \$60.00. Fee stopped
 - Web services - \$274.40
 - Legal fees in 1st qtr. - \$1510.50
 - Scholarship distributed in 1st qtr. - \$5000
 - Big event expenses – \$31306.90 (\$30,801.18 - hotel)
 - 123 signup still holding about \$2900 majority is their fee
 - Big event income \$37,930.25; expenses \$31,306.90 = net of \$6623.35
 - Aug 31, 2012 ending balance - \$44,790.77
 - Request for a secondary treasurer for Steve.
 - Need another signature on the bank account.
 - Closed out OK at Bank of America.
 - Transferred revenues in TX at a new bank and need a secondary signee.

- Al – volunteers?? Dallas area more convenient.
- Steve - Not an operational role just a back-up. Steve will continue to be the treasurer.
 - Beckie – recommendation?
 - Steve – David B?
- Motion to have a secondary signatory to the bank account voted on and approved. ACTION ITEM – Steve to ask David B. Accepting treasurer report with one change to the title (FMCIC to FMDIC)
- Communications Committee – No report
- Quality Committee – Randy – No meeting yet due to coordination of schedules.
 - Working on SOP for event. Will report at the next meeting. ACTION ITEM
 - Jeff – will need to update all documents under the new incorporation. ACTION ITEM - Sue to resend Charter and SOP. Scholarship, Event, Conflict of interest.
 - Tom – all need 2012 revision date.
 - Code of conduct. Randy has copies of code of conduct but not sure if they were ever implemented.
 - Jeff - may be able to work into the by-laws and not a separate document.
 - Jeff – required statement of how the funds will be distributed if the organization dissolves. ACTION ITEM – Randy to update of the documents converting them to the new documents.
 - Tom – Is there a timeline to submit the 1023?. Jeff – by next meeting. Send electronically for review and the back out for the vote. Tom – nonprofit by the end of the year. ACTION ITEM - Sue to flag and track.
 - Al – no response will be considered as agreement to the submission.
 - Steve – in the email out – yield to Jeff and Al and move on. Respond by appointing Jeff and/or Al as your proxy to vote.
- Publicity Committee – No report
- Big Event Committee – Reviews sent of the summary of the critiques. Al – thanks for the hard work in making the event a success. Will look into the 101 starting back up. ACTION ITEM – Al to look into reviving Devices 101.

New Items – Julie – Who does the revising of documents and website updates? Al – David does the updates on the website. Julie – Is there a password? Jeff gave to her.

Next Meeting Date – December 7th

Important Dates

2nd quarter Scholarship Committee Meets
Adjourn 1102

Action Items

- ACTION ITEM – Jo to follow-up on the appointment letter for CLMA alternate
- ACTION ITEM - Beckie will determine if she can be the primary for MDMA or find another person to be the primary.

- ACTION ITEM - Steve to send forms to Sue to maintain with FMDIC files
- ACTION ITEM – Al to give TMDA letters to Jeff for signature.
- ACTION ITEM - Jeff to return signed letters to Sue
- ACTION ITEM – Sue to send the signed letters to TMDA
- ACTION ITEM – Julie to seek an alternate for TMDA
- ACTION ITEM – Steve to ask David B to be secondary signature on FMDIC bank account.
- ACTION ITEM – Randy and the Quality Committee will update the Charter and SOPs to reflect the new corporation
- ACTION ITEM - Sue to resend electronic documents to Randy