

Minutes of the MOCAA Inc. Bi-Annual Business Meeting
Fall MOCAA Conference
11 October 2002
Grand Hyatt Washington
Washington, D.C.

(The Secretary-Treasurer having been unexpectedly called away, these minutes were taken by J. Alan Jones)

President Rachel Claus called the Meeting to Order at 3:15 pm.

OLD BUSINESS

PRESIDENT'S "STATE OF MOCAA" REPORT

The President noted that the Conference had been well attended, that the panels and presenters had been excellent, that the schedule had been observed, and that generally the Conference had been a rousing success, generating a positive response among DOE attendees as well as MOCAA members. Bob Faron and David Kasanow, Co-Chairs, were commended for their unceasing efforts to make the Conference a success. Ron Nelson was also given kudos for maintaining the website so that it was always current, for developing the artwork for the mugs, and for keeping the members informed. She alluded to the fact that there are nonetheless critical issues on the agenda that will require our attention if we are to remain viable.

APPROVAL THE MINUTES OF THE APRIL 2002 MEETING:

Because the Secretary-Treasurer had to leave just prior to the business meeting, the President recommended that the Minutes, which are posted to the website, be conditionally approved pending receipt of any objections.

MOVED, SECONDED, and PASSED without objection.

FINANCE REPORT:

David Kasanow, co-chair of the Conference, substituted for the Secretary-Treasurer and reported on the finances of the Organizations and the cost of the conference, to the extent the latter was known:

MOCAA Inc. had a starting balance of about \$3900, obtained 5 sponsorships of \$1000.00 each, received a loan from one of the Officers for \$5000, and had paid attendance of about \$7000 (number unconfirmed at this time). Conference expenses could range between \$15,000 to 19,000. The range is due to whether all of the people who stayed at the Hyatt and got the Government rate were included in the number to offset expenses of the conference. If expenses are at the top of the range there could be a shortfall of up to \$2,000. At the lower range there would be funds left over, even after paying back the loan. After reconciliation of the numbers, Kasanow will provide a report. In this respect, it was proposed that we put the information on the Web. An

objection was raised about placing the information on the MOCAA Website. It was agreed that the information would be distributed by e-mail.

MOVED, SECONDED, and PASSED without objection: the Secretary-Treasurer's Report is accepted pending additional information.

NEW BUSINESS

ELECTION OF TREASURER: With the departure of Gregory Scott there is a vacancy in the Office of Treasurer. Normally there would have been an election of Officers during the meeting in April. With the surprise and early vacancy, we have to elect a new Treasurer now. The President asked for nominations from the floor. The only nomination was **Scott Williamson**.

MOVED, SECONDED, and PASSED by acclamation: SCOTT WILLIAMSON takes office as the MOCAA Treasurer, for a term of three-and-one-half years, effective immediately. Greg McKenna, currently Secretary-Treasurer, will coordinate transfer of files and information.

AMENDMENT OF BYLAWS TO PROVIDE FOR ANNUAL DUES:

Discussion: The organization has started by charging only initial fees for joining the organization. The problem that has resulted from this was that there has not been seed money to stage the meetings and conferences. The question was posed as to why conference registration fees had not been set higher to offset the costs. The response was that the organization had struggled with what to charge for the event, given that we are still struggling for members and attendance. It was suggested that the charge for the Conference would encompass all costs and obviate the need for yearly assessments. This would mean that those who don't attend a conference are not disadvantage. The downside is that still leaves MOCAA without funds for the advance pay that hotels and other conference venues demand. Annual dues in addition to a membership fee (to join) would give MOCAA seed money for the next event and allow other activities such as mailings of information of interest. Currently money is so low that the next conference is endangered. The organization is seriously underfunded and has been charging far less than other comparable entities for both membership and conference fees. There are other charges as well, such a mailings cost, and we anticipate the need to set up a post office box and to make use of credit cards and website sign-up available (these cost money).

The big cost of the organization is sponsoring its meetings and conferences. It was noted that the DOE Conference Order made DOE funding of any part of the conference impossible. Another point raised in support of dues was the MOCAA Conference assisted individuals in meeting their continuing legal education credit. The networking opportunity it afforded the members was seen as invaluable, especially at the Fall Conference where DOE participated. This was a significant benefit of the conference and of the information provided by MOCAA. If the Organization creates a sufficient balance of available funds, it would be possible in the future to suspend annual dues.

MOVED, SECONDED and PASSED without opposition: MOCAA Inc shall henceforth assess each member annual dues.

MOVED, SECONDED and PASSED without opposition: The annual dues per member shall be \$50.00, to be assessed until \$10,000.00 is accrued to the organization's account. At such time, the need for annual dues would then be reconsidered at the next scheduled meeting.

AMENDMENT OF BYLAWS TO EXPAND THE CRITERIA FOR MEMBERSHIP.

Discussion: It was generally conceded that, with only sixty-five members, there is a need to increase members of the organization. The President raised the question as to whether to include Government employees in the organization. Feds were originally left out in order to have complete autonomy and to establish ourselves as a bona fide independent professional organization. Such an organization, which would never implicate use of DOE funds, could also be recognized under DOE Order 110.3. This independence enabled us to hold both joint and separate discussions. There was also some concern about the effect of the conference rule on the participation of Federal Attorneys. It was noted that there were few Federal Employees in professional groups such as ABA sections. Because Mary Anne Sullivan, who was a strong proponent of this idea, was not available to advance her arguments in this regard, it was decided to table the discussion as to membership of government attorneys.

A Motion was made that the By-laws should be changed to permit any DOE Contractor's attorney or first-tier subcontractor attorney to join the organization and that the name should be to something other than MOCAA because M&O contracts are just about non-existent. It was thought that the By-laws already permit attorneys with an interest in DOE matters, such as Law Firm Attorneys, to be members, but if not, then they should be.

MOVED, SECONDED, and PASSED without objection: MOCAA membership is to be available to members of law firms that handle DOE contract matters and to the attorneys of 1st tier subcontractors of M&O, M&I, and similar DOE contractors.

AMENDMENT OF BYLAWS TO ESTABLISH THE POSITION OF CHIEF INFORMATION OFFICER:

Discussion: It was noted that Ron Nelson had done a very good job both as webmaster (the site looks great and is very functional) and as chief communicator to the membership. There wasn't a position in the organization for Chief Information Officer, but that function has been very important for the organization, and hopefully will be even more important and effective as we grow.

MOVED, SECONDED, and PASSED by acclamation: the position of Chief Information Officer (CIO) for the organization for a three-year term, ex officio to the Board of Directors, is established

MOVED, SECONDED, and PASSED by acclamation: RON NELSON shall be the CIO. However, insofar as Ron Nelson had already departed the meeting, the President will contact him to determine whether or not he accepts this formal position.

NAME CHANGE:

Discussion: There was also a discussion about the M&O distinction being meaningless, on the one hand, and too limiting on the other. Some potential members felt they could not participate because of the name of the organization. It wasn't clearly understood whether the bylaws or the Articles of Incorporation would have to be formally amended to make this change.

MOVED, SECONDED, and PASSED without objection: our organization will be renamed the DOE Contractor Attorneys' Association, or DOECAA. The President will follow-up with outside counsel to determine how to effect the change formally.

NUMBER AND TIMING OF CONFERENCES:

Discussion: The President asked whether the organization should continue to have two conferences per year or to fall back to one per year. During the discussion it was suggested that keeping the spring meeting to a one-day meeting might lessen the burden. There was some concern raised that a one-day meeting might not be acceptable to CLE organizations. There was also a suggestion that the technology might now make telephone conferences a possibility. Some concern was raised about whether travel is available in the spring. The consensus was that we should continue to have two meetings per year, one in late March (for just the members) and the other in late October (inviting DOE); these dates were intended to accommodate fiscal year-end and other challenges that have been a problem at all prior meetings and conferences.

By consensus (no motions made) it was determined that the 2003 spring meeting would be in Oak Ridge, Tennessee, and the 2003 Fall Meeting would be in Denver, Colorado. Wilson Horde would be contacted about being the Program Committee Chair for the Tennessee (members-only) meeting, and Mark Meagher would be contacted about being the Program Committee Chair for the Colorado meeting, in which DOE participation would again be sought.

At this point a motion was offered to adjourn the meeting. It was seconded, passed and the meeting adjourned at approximately 4:30 pm.