



FBWA

GOVERNANCE MEETING

DECEMBER 12, 2024

BOARD MEETING AGENDA

Call To Order

David Bear, Chairman

Secretary's Report

George Halper

Review & Approval of Minutes

Secretary/Treasurer

Membership Meeting – September 17, 2024

Single Voice Committee Report

Ken Daley, Immediate Past Chair

Nominating Committee Report

Treasurer's Report

George Halper

Review & Approval of 2023 Audit

Secretary/Treasurer

Review & Approval of 2024 Financials and 2025 Proposed Budget

Adjournment

David Bear, Chairman

FBWA STATEMENT OF ANTITRUST POLICY

The United States antitrust laws were enacted to preserve the free enterprise system, to promote competition, and to protect the public and other businesses from exclusionary or predatory trade practices. The Florida Beer Wholesalers Association and its Members are best served by strict adherence to the antitrust laws. The FBWA shall at all times promote vigorous competition in compliance with these laws.

The FBWA's policy includes compliance with the spirit as well as the letter of the antitrust laws. This requires the understanding and cooperation of each FBWA Member and staff employee. It is their personal obligation and responsibility to act in a manner consistent with the nation's antitrust laws.

Because of the scope and intricacy of antitrust laws, FBWA Members and staff, must be sensitive to activities raising potential problems under antitrust laws.

ACCESS TO MINUTES

- All minutes and documents are available on the Members' only section of the website at:
 - <https://fbwa.com/2024-membership-meeting/>

SINGLE VOICE COMMITTEE REPORT

- As a recap, the Single Voice Initiative was unanimously approved at the September membership meeting.
- The initiative included the following elements:
 - Five members (Cone, Goldring, Champion, Taylor, and Perrott) would join the FBWA effective 1/1/25 pursuant to the existing By-Laws and Constitution of the FBWA
 - The five prospective members would have the opportunity to make a final decision to join the FBWA based on the draft 2025 Budget and corresponding dues calculations
 - That a representative from one of the five new members would be elected to the Board of Directors for a two-year term beginning 1/1/25.

SINGLE VOICE COMMITTEE REPORT

- Since the September Meeting:
 - Jacob Benton, EVP of Champion Brands was selected as the representative to stand for election
 - Jacob joined the team of Jared, Justin Hollis, Chair David Bear, and Treasurer George Halper to develop the proposed 2025 budget
 - Based on the proposed budget, the 2025 dues rate was presented to the five members, and it was accepted
 - Subsequent to that acceptance, Justin Hollis submitted his resignation from the BIF and advised that he would not be joining the FBWA
 - Justin's resignation caused a revision of the proposed budget, lowering expenses and dues
 - The new members advised that Justin's resignation did not alter their desire to join the FBWA

SINGLE VOICE COMMITTEE REPORT

- The Single Voice Committee hereby moves the following five firms be accepted as members of the FBWA effective 1/1/25
 - Cone Distributing
 - Goldring Gulf
 - Champion Brands
 - JJ Taylor
 - SR Perrott
- According to the Constitution of the FBWA, ARTICLE III. Section 1. Which states: Membership shall be entirely voluntary, and any person, firm or corporation legally and actively engaged in the wholesale distribution of malt beverages in the State of Florida and not also legally and actively engaged in the manufacture of malt beverages may become a voluntary member upon agreement to abide by this Constitution and the By-Laws of the Association, and to become a voluntary contributor toward defraying the expenses incurred in carrying out the purposes set forth in ARTICLE II;

NOMINATING COMMITTEE REPORT

- Nominating Committee - Ken Daley, Kevin Bowler, John Williams
 - Expiring Terms
 - Gentry Pelham
 - Andrea Saputo
 - Frank Schwiep
 - The committee held extensive conversations with all three members, and all three professed strong interest in serving another two-year term
 - The committee sees great value in nominating all three for two-year terms beginning 1/1/25
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NOMINATING COMMITTEE REPORT

- FBWA CONSTITUTION CONFLICT:
 - Article IV of the Constitution prescribes in part:
 - The Board of Directors shall consist of a minimum of five (5) members and a maximum of seven (7) members.
 - The nomination of all three and the addition of Jacob Benton would require an expansion of the maximum number of board members to eight (8).
- Article VI of the Constitution:
 - This Constitution shall be amended only:
 - (a) At an Annual Meeting of the membership;
 - (b) Held upon ten (10) days' notice in writing to the membership, setting out the text of the proposed amendment;
 - (c) If a majority of the membership is present at the meeting, in person or by proxy; and
 - (d) By a majority of the votes cast by members present at the meeting.

NOMINATING COMMITTEE REPORT

- The Nominating Committee Recommends the following:
 - That the membership approve a waiver of Article VI (b) "setting out the text of the proposed amendment" and approve an Amendment to the Constitution Article IV expanding the maximum number of board members to eight (8)
 - Upon this approval, the committee will:
 - Nominate Pelham, Saputo, Schwiep, & Benton to the board for two-year terms beginning 1/1/25
 - The Committee further recommends that membership direct the 2025 Board of Directors, working with the President, to modernize and restate the Constitution and By-Laws of the FBWA by the 2025 Annual Membership Meeting

2023 AUDIT

- The audit is available for review on the Governance Meeting section of the website:
 - This year, we switched audit firms to Thomas, Howell, Ferguson.
 - The audit was finalized in August and the firm's only significant recommendation was to have more segregation of duties regarding monthly bank statements, hard copy of checks, etc.
 - Jared and Jordan have already completed this recommendation, and all monthly bank statements are reviewed by Jared as a check on monthly expenses.
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2024 FINANCIALS AND 2025 BUDGET

- Total income (including interest income) is expected to increase by 19% - mostly due to adding 5 new members – over the 2024 projected final income.
 - The dues rate for 2025 will be .0063, down slightly from 2024 (.0067).
- Total expenses are expected to increase by 34% with a majority of that being adding another lobbying firm (The Southern Group) and some ancillary expenses associated with the consolidation.
- Projected net income will decrease by 87% over 2024 projections, however, we will still have a positive net income with lower dues and continue to meet our one-year reserves requirement.
- Incoming BIF members will be contributing their savings (~\$130,000) to the FBWA reserves.
- The full budget is located on the members' only section of the website.

SAVE THE DATE



2025 FBWA LEGISLATIVE MEETING
MARCH 26-27, 2025
AC HOTEL/GOVERNOR'S CLUB
TALLAHASSEE, FL



2025 FBWA ANNUAL MEETING
DECEMBER 7-9, 2025
JW MARRIOTT BONNET CREEK
ORLANDO, FL