MINUTES OF MEETING

of the

BOARD OF DIRECTORS

Sunday, June 5, 1994

La Quinta Hotel Golf and Tennis Resort

La Quinta, California

DIRECTORS PRESENT	
William Aymond	Wagner Brake Subsidiary
Walter Britland	Abex Friction Products
Andy Gagnon, Treasurer	Frictiontech Inc.
Ronald Moalli	TEK-Motive, Inc.
Ron Randall	HKM of California
Robert Scott	Friction Material Company, Inc.
Doreen Tomao	Universal Friction Composites
William Wood	Motion Control Industries
DIRECTORS MISSING	
Martin Chevalier	U.S. Automotive Manufacturing Co., Inc.
OTHERS PRESENT	
Rita Grisham, President	T&N Industries Inc.
Thomas P. Weldy, Counsel	Morehouse Harlow & Weldy Attorneys at Law
Gilbert N. Laycock, Secretary	Friction Materials Standards Institute

Ms. Rita Grisham, President, called the meeting to order at 4:15 P.M. June 5, 1994.

ELECTION OF OFFICERS

Ms. Grisham called for nominations for officers. The Nominating Committee recommended the following slate of officers:

President - Mr. Andy Gagnon
Vice President - Ms. Doreen Tomao
Treasurer - Mr. Ron Randall
Secretary - Mr. Gilbert N. Laycock

Ms. Grisham called for any additional nominations from the floor. There were none.

Upon motion duly made, seconded and unanimously passed, it was:

RESOLVED: That the nominations for Officers be closed.

Whereupon the Secretary was instructed to cast one ballot for the election of Mr. Andy Gagnon for President, Ms. Doreen Tomao for Vice President, Mr. Ron Randall for Treasurer and Mr. Gilbert N. Laycock for Secretary. The Secretary advised that the ballot had been cast.

Whereupon the following persons are duly elected as officers of the Institute for the ensuing year:

Andy Gagnon	-	President
Doreen Tomao	-	Vice President
Ron Randall	-	Treasurer
Gilbert N. Laycock	-	Secretary

Upon his election as President, Mr. Andy Gagnon advised that he was resigning from the Board of Directors effective immediately. The Nominating Committee recommended Mr. Paul Myers of the Heavy Duty Friction Group to fill the remainder of Mr. Gagnon's term, which runs to June 30, 1995.

The President asked if there were any nominations from the floor. There were no nominations from the floor.

Upon motion duly made, seconded and unanimously passed, it was:

RESOLVED: That the nomination to fill the remainder of Mr. Andy Gagnon's term on the Board of Directors be closed.

The Secretary was directed to cast one ballot for the election of Mr. Paul Myers to serve on the Board of Directors until June 30, 1995. The Secretary advised that the ballot had been so cast. The Secretary advised that with the election of Mr. Paul Myers the Board had the required nine members.

RETENTION OF COUNSEL

The Secretary advised that according to Article VII of the By-Laws, at each Annual Meeting legal counsel shall be retained for the ensuing year.

Upon motion duly made, seconded and unanimously passed, it was:

RESOLVED: That Mr. Thomas Weldy or designated replacement from the firm of Morehouse Harlow and Weldy be retained as Institute Counsel and that services be paid on a time and charges basis.

RETENTION OF AUDITORS

The Secretary recommended the retention of Auditors for the ensuing year.

Upon motion duly made, seconded and unanimously passed, it was:

RESOLVED: That Marshall Granger & Co. PC, Certified Public Accountants be retained as auditors for the Institute for the ensuing year.

BUDGET - JULY 1, 1994 THROUGH JUNE 30, 1995

The outgoing Board of Directors reviewed and recommended approval of an Expense Budget of $179,488 for the 1994-95 fiscal year. This budget was in turn approved by the Membership at its meeting earlier on this date.

Upon motion duly made, seconded and unanimously passed, it was:

RESOLVED: That the Expense Budget of $179,488 approved by the Members be adopted for the July 1, 1994 - June 30, 1995 fiscal year.

FEE FORMULA - JULY 1, 1994 - JUNE 30, 1995

The outgoing Board of Directors had earlier recommended a Fee Formula for the 1994-95 fiscal year. The recommended formula was approved by the Membership at its meeting earlier on this date.

Upon motion duly made, seconded and unanimously passed, it was:

RESOLVED: That effective July 1, 1994, the annual dues for Active Members and Regional Members with Active Member rights would be the total of a basic fee of $1,700, and a charge for participation in each of the following categories: Disc brake linings; Drum brake linings; Brake Block; Clutch facings. The charge would be $250 each for the first and second categories, and an additional $500 each for the third and fourth category. This works out to dues by category of: one category $1,950; two categories $2,200; three categories $2,700; four categories $3,200.

Upon motion duly made, seconded and unanimously passed, it was:

RESOLVED: That effective July 1, 1994, the annual fee for Regional Members (Regular) would be $1,700; Regional Member (Association) $2,700; Licensee: $700.

DATE and LOCATION OF ANNUAL MEETING

The Annual Meeting Committee had recommended returning to Longboat Key Club, Longboat Key, Florida. There were two open dates available for the meeting; June 2-5, or June 9-12, 1995.

Upon motion duly made, seconded and unanimously passed, it was:

RESOLVED: To hold the next meeting of the Board of Directors and Membership at the resort at Longboat Key, Longboat Key, Florida on June 10, 1995 and June 11-12, 1995 respectively. If, due to committee action, or other reasons, an earlier Board meeting must be called, the Directors will decide on a location and date at that time.

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There being no other business brought to the attention of the Board of Directors at this time, upon motion duly made, seconded and unanimously passed it was:

RESOLVED: To adjourn.

Adjourned at 4:55 P.M.

G. N. Laycock
Secretary