Board of Directors Meeting Minutes

December 28, 2015

Meeting: Special Meeting — Business/Operations, December 28, 2015, 6:00 p.m. EST

Board of Directors: Bonnie Potter, President
Scott Miller, Vice President
Laurel Shouvlin, Secretary
Mike Vigus, Treasurer
Julie Delaney, Director
Don Greene, Director
Steve Hull, Director
Norm Johnson, Director
Andy Merriwether, Director

Executive Director: Darby Vannier

Meeting opened at 6:05 p.m. EST.

1.0 Meeting Opening:

1.1 Ratify Email Votes:

1.1.1 I move we approve the November 9th minutes. (Motion: Hull / Second: Miller) Motion passed 7–2. (No: Delaney, Vigus)

1.1.2 I move we approve the November 23rd minutes. (Motion: Johnson / Second: Merriwether) Motion passed 9–0.

1.1.3 I move we approve sending the Lessons Learned AlpacaGram that was developed by GIRCom. (Motion: Miller / Second: Merriwether) Motion passed 9–0.

Motion to ratify the email votes was made by Miller, seconded by Hull, and passed 8–0 (Merriwether absent at start of meeting).

2.0 Financial Report:

2.1 Financials: Vigus presented the financials for the year to date, and it appears that AOA will be ending the year in the black by approximately $30,000. Vannier will post the Board approved 2016 Budget for the membership to view online. The Board also reviewed the investment portfolio and Vannier is happy to report that the investments still remain above $1,000,000, and that they are in a slightly better cash position than at 2014 year's end.

Meriwether joined the meeting at 6:14 p.m. EST.

3.0 Old Business:

3.1 Best Head Competition: Miller presented a document suggesting fees for the Best Head Competition. Miller asked that the Board table this discussion until the SRC and JAC have the opportunity to discuss the concept and provide their input to the Board.

3.2 Bylaw Amendments: Sheri Visani joined the call at 6:25 p.m. EST to participate in the discussion of several suggested Bylaw amendments. The AOA Bylaws may be viewed at https://www.alpacainfo.com/members/organization/bylaws.

3.2a: Vannier and Visani presented document 3.2a concerning amending the Bylaws dealing with voting rights and the manner in which the organization carries out voting procedures. These amendments, if passed by the membership, would allow for electronic voting which is newly permitted under Colorado Law, and would also confer the right to vote to all Registry and Association members without the added charge of $15. Shouvlin moved and Hull seconded that the Board present for membership vote, amendments to Bylaws 3.3, 4.5, and 6.3 as drafted by Visani, and that Visani add language linking these amendments together to guarantee that none be enacted without the passage of the others in document 3.2a. Motion carried unanimously (9–0).

Miller moved that Ballot Issue #1, which presents the membership with the opportunity to vote to approve a $15 increase in membership fees for the Registry and Alpaca Owner levels, be placed on the upcoming ballot. The motion died for lack of second.

3.2b: Vannier and Visani presented document 3.2b concerning several Bylaws which Greene had requested modifications to.

Bylaw 3.1, which addresses the classes of AOA membership was discussed. Currently the AOA Board is unable to add or delete any classes of membership from the current 3 classes, Alpaca Owner, Registry, and Association. While the Board is able to add and remove privileges and modify fees for each membership level, it cannot create or remove any levels of membership. Johnson moved that the Board direct Visani and Vannier to validate that the Board can place an amendment to the AOA Bylaws to allow the Board to create new classes of membership and determine the fees and benefits for those memberships. Greene seconded the motion and it passed unanimously (9–0).

Bylaw 5.12 and Bylaw 6.1 are obsolete Bylaws, initially placed in the AOA Bylaws to address the unique circumstances for the time directly after merger. Miller moved that we create a Ballot Issue to remove this language as recommended by Visani and Vannier. Seconded by Greene, motion passed (9–0).

Bylaw 6.4 addresses how vacancies on the Board are to be filled. The current language states that if a candidate has received 40% of the member vote, the Board must automatically place them on the Board. Greene moved to amend Bylaw 6.4 changing the threshold from 40% to 20%. The motion was seconded by Delaney. The motion failed (3–6 For: Delaney, Greene, Vigus; Against: Hull, Johnson, Merriwether, Miller, Potter, Shouvlin).

4.0 New Business:

4.1 2016 Election Committee: Vannier requested that each AOA Board member consider recruiting members to serve on the Election Committee. Prior to the meeting they should ask those members if they are willing to serve so that at the next business meeting the Board can select the Election Committee and its chairperson . AOA Bylaws require a minimum of 3 individuals on the committee, but typically there have been 5 members. Once the Board selects the committee, the Board's involvement ends, and Board member communication with the committee should not occur. If any Board members have Board candidates they would like to suggest, Vannier asked that they send that name to Vannier or Visani to forward to the election committee. Visani added that the Board may also want to make suggestions to the committee about looking for a particular type of individual in terms of skill set or geographic location.

4.2 Affiliate Grants: Vannier reviewed the history behind the Affiliate Grant program and although there has been no money budgeted for the program, the Board agreed that it would like Vannier to develop a protocol for affiliates to use to apply to AOA for grant monies.

5.0 National Fleece Conference Question: Vannier asked the Board if it is interested in making the National Fleece show an International Fleece Show. Doing so would require the Board to ask the SRC for a waiver. This would be similar to the International Fleece show held several years ago by AOBA. There may also be a possibility of coordinating with the World Alpaca Conference, which was recently announced for this coming summer in Canada. It was the consensus of the Board to ask the SRC for a waiver to create an International Fleece Show at the 2016 AOA National Fleece Conference.

6.0 Committee & Other Reports:

6.1 Government and Industry Relations Committee (GIRCom): Potter related that the committee met on December 16. It appears from the USAHA Alerts,that EEE and WNV reports are down. There are still a few Colorado farms experiencing Vesicular Stomatitis. A motion was approved to send the "IRS Lessons Learned" article to the Board recommending that it be distributed to the membership. An article on "Things You Should Know" is being organized into a multipart series. The committee approved a motion to distribute the annual eBlast on upcoming conferences with information on camelids for veterinarians, pending approval.

6.2 Judge Training and Certification Committee (JTCC): Miller reported that Beth Sheets has been seated as the new chair of the committee. The committee is currently working on bringing the spin-off competition into greater uniformity.

6.3 Judges Advisory Committee (JAC): Delaney reports the committee met to talk about the Best Head Contest.

6.4 Show Rules Committee (SRC): Shouvlin and Vigus reported that the committee had a brief meeting on November 23rd and discussed a few fall show issues where awards had been inappropriately given and had to be rescinded. The committee will be meeting again in the first week of January.

6.5 Fiber and Fiber Products Committee: Johnson reports that the committee met on December 7th and that the focus of the meeting was the 2016 National Show. The committee has many projects underway, but the primary focus for now will be to help organize classes for the national show. The committee is also creating a proposal for an AOA store where fiber artists will be able to promote and sell their products. The committee is also creating a brochure that highlights fiber as a business. Stacie Chavez has submitted her resignation from the committee to pursue new avenues with alpaca fiber. The committee is asking the AOA Board to consider embracing the use of International Yarn Standards. Johnson will send the information and proposal to the Board via email for consideration.

6.6 Alternative Products Committee: No report because the meetings fall at the same time as Board meetings and Miller was unable to attend.

6.7 Revenue Task Force: Greene and Miller report the committee has not met since the last meeting in November, but will be meeting in January.

6.8 Leadership Council: No meeting, no report.

6.9 AFCNA Update: Gease has resigned from the Board to pursue other interests, and the new chairperson is Judith Korff. The AFCNA Board will be meeting in early January.

6.10 Executive Director's Report: Vannier hopes that registration for the National Halter Show will begin within the next week. Planning the educational portions for both National Halter and Fleece Shows is well under way. All of the contracts have been finalized for the National Halter Show. The Show Rules Handbook is getting formatted for printing. The recent issue of *Alpacas Magazine* has been mailed.

6.11 President's Report: Potter requested that the Board enter executive session to discuss the annual Executive Director Performance Appraisal conducted by the AOA Officers. Miller moved and Hull seconded to go into executive session at 9:09 p.m. EST and the motion passed (9–0). The motion to leave executive session was made by Shouvlin and seconded by Merriwether, (9–0). The Board left executive session at 9:27 p.m. EST.

7.0 Meeting Wrap:

7.1 Contact the Board Update: Potter reports that she has been contacted by new AFCNA Board President Judith Korff. A member contacted the Board regarding voting rights. Because two Board members responded privately to that individual, it was the consensus of the Board that Potter should simply email that member and see if there are any other questions or suggestions they might have.

7.2 Action Items: Miller reviewed the action items with the Board:

Vannier and Visani will review and draft the Bylaw amendments that the Board is requesting placed on the 2016 ballot .

Johnson will send the Board the proposal by the Fiber Committee regarding Yarn Standards.

Vigus and Shouvlin will ask the SRC to create a waiver that will allow the National Fleece show to be an International Fleece Show.

Vigus and Shouvlin will also ensure that the SRC discusses the Best Head competition at its next meeting.

Potter will follow up with the member regarding their email concerning voting rights.

The entire Board should be considering and contacting members to serve on the Election Committee.

7.3 Next Meetings: January 11 (Market Research Update from EGI) and January 25 (Business Meeting).

7.4 Adjournment: Motion to adjourn was made by Miller, meeting ended at 9:33 p.m. EST.

Respectfully submitted, Laurel R. Shouvlin