Board of Directors Meeting Minutes

June 26, 2015

Meeting: Annual Face-to-Face Board Meeting—Denver, Colorado, June 26, 2015, 2:00 to 4:00 p.m. MDT

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

Corporate Counsel: Sheri Visani

Meeting opened at 2:14 p.m. MDT.

1.0 Election of Officers: Executive Director Vannier ran the meeting until the president was elected. Vannier reviewed the procedure for the election of the president and officers. Each person nominated to serve in an executive position, was asked to provide their qualifying experiences, and explain how those experiences would allow them to excel in their new post. Following each candidate's explanation, fellow Board Members were able to offer comments and ask questions.

1.1 Election of President: Shouvlin nominated Potter, who accepted the nomination. Vigus nominated Hull, who declined the nomination. Johnson nominated Vigus, who accepted the nomination. There were no other nominations. After a vote of 5–4, Potter was elected AOA President (Shouvlin, Hull, Merriwether, Miller, and Potter voted for Potter: Johnson, Vigus, Delaney, and Greene voted for Vigus).

President Potter ran the meeting from this point onward.

1.2 Election of Vice President: Shouvlin nominated Miller who accepted the nomination. Greene nominated Johnson who accepted the nomination. There were no other nominations. Miller was elected AOA Vice President 5–4 (Shouvlin, Hull, Merriwether, Miller, and Potter voted for Miller: Johnson, Vigus, Delaney, and Greene voted for Johnson).

1.3 Election of Secretary: Vigus nominated Greene who accepted the nomination. Hull nominated Shouvlin, who accepted the nomination. There were no other nominations. Shouvlin was elected AOA Secretary 5–4 (Shouvlin, Hull, Merriwether, Miller, and Potter voted for Shouvlin: Johnson, Vigus, Delaney, and Greene voted for Greene).

1.4 Election of Treasurer: Shouvlin nominated Delaney, who declined the nomination. Greene nominated Vigus, who accepted the nomination. Hull nominated Greene, who declined the nomination. Merriwether nominated Hull, who declined the nomination. There were no other nominations. Vigus was elected AOA Treasurer 9–0.

Vannier provided the directors with a brief review of his background.

2.0 Committee Liaisons & Other: There was discussion regarding the selection of committee liaisons. After that discussion the following slate of liaisons was recommended.

2.1 Show Rules Committee (SRC) Liaison: Vigus and Shouvlin agreed to serve.

2.2 Judge Training and Certification Committee (JTCC) Liaison: Miller agreed to serve.

2.3 Judges Advisory Committee (JAC) Liaison: Delaney agreed to serve.

2.4 Government and Industry Relations Committee (GIRCom) Liaison: Potter agreed to serve.

2.5 Fiber and Fiber Products Committee (FiberCom) Liaison: Johnson agreed to serve.

2.6 Alternative Products Committee Liaison: Miller agreed to serve.

2.7 The Registry Petitions & Appeals Committee Representatives: (This committee requires 3 board members.) Merriwether, Hull, and Potter agreed to serve.

2.8 The AFCNA AOA Liaison: Hull agreed to serve.

The motion to appoint the above slate of liaisons was made by Hull, seconded by Merriwether, and passed 9–0.

3.0 Old Business:

3.1 2016 AOA National Show & Auction Update: Due to inadequate time, this discussion was deferred to a future meeting.

3.2 Strategic Plan Review: Potter provided a brief review of the plan and emphasized that the list is not meant to imply any prioritization of the goals and strategies. This plan was made available to the membership in June. The AOA Board will be responsible for determining the action items associated with the Strategic Plan.

3.3 Code of Conduct: Potter provided a copy of the AOA Code of Conduct for the directors to review. It was decided that the directors would be given time to review this document before making changes and/or signing.

4.0 New Business:

4.1 National Show Dates & Location Discussion: Due to inadequate time, this discussion was deferred to a future meeting.

4.2 Revenue Generation Discussion: Due to inadequate time, this discussion was deferred to a future meeting (this meeting was subsequently scheduled for July 27th at 6:00 p.m. EDT, see item 6.3 in these minutes).

5.0 Financial Report:

5.1 Financials: Potter requested that Delaney re-present her concern that involves Bylaw 9.3.2 which states, "To ensure the solvency of the Association and maintain fiduciary responsibility and accountability to the members, the Association may not transfer or spend any part of its cash or investment reserves to or for any project, expense or service of the Association or a subsidiary of the Association unless the Association's cash and investment reserves is equal to or greater than fifty (50) percent of the Association's audited expenses for the previous fiscal year and the transfer or expenditure will not cause the cash and reserves to drop below that fifty (50) percent threshold. In the event the funding for a project, expense or service would result in the Association's cash and reserves dropping below the identified threshold, the funding for such project, expense or service must be approved by a vote of at least seventy-five (75) percent of the entire Board of Directors; provided, however, that such approval shall not be required (a) for the payment of the Association's ordinary course operating expenses which were included in the Association's annual budget if such budget was approved by a vote of at least seventy-five (75) percent of the entire Board of Directors, or (b) for the payment of any amount which the Association is contractually obligated to pay." Vannier reported that AOA is on target with the current budget, but the threshold referred to in Bylaw 9.3.2 will be crossed due to higher than normal 2014 expenses associated with merger.

Potter requested that Vigus present a revised budget with input from former treasurer Delaney and the other board members for consideration at the meeting scheduled for July 27th. Vannier will provide Vigus with financial projections for the remainder of 2015 to assist with this process.

5.2 Investments: Vannier provided the Board with a copy of the AOA investment accounts and informed the new members that because these accounts change very little over the course of the year, these reports are typically given quarterly.

6.0 Meeting Wrap:

6.1 Review weekend schedule: Vannier reviewed the Board's schedule for the National Fleece Conference.

6.2 Contact the Board Update: Potter reported that a few AOA members contacted the Board regarding the vacancy created by Jordan's resignation.

6.3 Next Meeting: All of the directors agreed to meet on the 4th Monday of each month at 6 p.m. Eastern Time to discuss general topics. Monday, July 27th will be the next meeting to discuss regular business. Greene suggested that the board meet more frequently to discuss specific topics. The other directors agreed that this was an excellent idea. It was decided that the next Special Meeting will occur within the next several weeks with the primary topic of discussion being revenue generation, as well as some preliminary discussion of the Strategic Plan. Potter will be in touch with the directors to determine a date and time that will work for everyone (it was later determined that the next meeting would be July 13th, 2015, at 6:00 p.m. EDT).

6.4 Adjournment: Motion to adjourn was made by Miller, seconded by Hull. The meeting adjourned at 5:10 p.m. MDT.

Respectfully submitted, Laurel R. Shouvlin