

ARBA Board Meeting September 7, 2019

The meeting of the newly appointed ARBA board was called to order by President, Don Burgess, at 7:39 a.m. CDT on Saturday, September 7, 2019 in the conference room of the Comfort Suites in Johnson Creek, Wisconsin. Present at the meeting were Don, Anne McIntyre-Lahner, Charlene Carlisle, Penny Swearingen, Nicole Murray, Rick Trojanoski, Allison Seyfert and JoAnn Mast, ARBA Secretary. Participating via conference call were Emma Morton Rogers and Scott Culver. Unable to attend/participate was Carol Pasheilich.

The secretary/treasurer report was provided by JoAnn, and a motion to accept the reports by Anne and second by Rick was approved by the board. Information in the report indicated the annual dinner, with 34 attending, provided an additional \$88 in the ARBA checking account. Sponsorship monies were also reported at \$935 to assist in providing recognition for exhibitors and promoting the National Show/Sale and Annual Meeting.

Old Business focused on the discussion from the previous board meeting relating to a By-Laws and Policy Change for attendance at board meetings and reimbursement for travel associated with ARBA business. The By-Laws change would allow conference calls to serve as a means of participation at board meetings previously requiring in-person attendance. Board members would have the option of attending or calling in, except for the President and Secretary/Treasurer, who must attend in person. In the absence of the President, the Vice President shall attend and conduct the meeting. A quorum of the board will be determined by including those present at the meeting and those participating by phone. In the event that a board member misses three meetings per year, they will be removed from the board. A motion by Charlene, second by Allison, and unanimous approval by those in attendance accepted option #1 presented by the By-Laws committee.

A policy change to adjust the reimbursement for those attending meetings in person was presented and discussed. The main adjustments would be to drop the 500 miles of travel to be eligible for reimbursement, and distribute the \$500 per member not in attendance to those submitting expense receipts for reimbursement. A motion to accept the proposal, with an amendment of submission needed within 30 days of the meeting, was presented by Charlene, seconded by Allison and voted in by the board. Clarification to the motion included that requests not submitted within the 30 days would not be paid and the \$500 would be returned to the ARBA general fund.

I. Bylaws change:

Existing bylaws language (voted on during 7/19 board call) related to the proposed change below:

Meetings Missed and Consequences: The President and Secretary/Treasurer are expected to be physically present at all in-person meetings. If the president is unable to attend in person, the Vice President is expected to attend in-person.

Any quorum calculation shall include all members participating in a meeting in person and electronically.

BYLAWS CHANGE:

SECTION 2 Vacancies

VERSION 1: Vacancies occur in the Board of Directors when a Director dies, resigns, fails to attend three (3) consecutive meetings of the Board of Directors IN ONE YEAR (~~excluding meetings by teleconference~~) or fails to maintain an active membership. Vacancies in the Board of Directors may be filled from the Active Membership of the association as appointed by the remaining Directors. Vacancies in office for any of the six (6) geographical District Directors shall be filled by an Active Member from that geographical area. **APPROVED on 9/7/19**

II. Policy Change

Existing bylaws language (voted on during 7/19 board call) related to the proposed change below:

Reimbursement for travel costs is \$500 for directors and officers meeting reimbursement requirements.

In the event that any director does not incur travel costs, the budgeted amount for that Director shall be used to reimburse directors and officers who incurred more than \$500 in travel costs, and shall be allocated evenly between all such board members, as long as no board member receives an amount greater than the actual costs incurred.

POLICY CHANGE:

Reimbursement for In-Person Participation Requiring Travel:

Reimbursement requirements shall include any reasonable expenses, as defined by the board, including lodging, mileage, parking and tolls, that any director or officer incurs in order to attend board meetings or the annual meeting. Mileage shall be reimbursed at the prevailing federal reimbursement rate. Reimbursement requests must be submitted to the Treasurer within 30 days of travel to qualify for any reimbursement funds, any unreimbursed funds will be returned to the ARBA operating budget.

APPROVED on 9/7/19 retroactive to 9/1/19.

In the event that any director does not incur travel costs, the budgeted amount for that Director shall be used to reimburse directors and officers who incurred more than \$500 in travel costs, and shall be allocated evenly between all such board members, as long as no board member receives an amount greater than the actual costs incurred.

Discussion related to the above changes resulted in an implementation date of September 1, 2019, making this retroactive and including the 2019 Board meetings and Annual meeting.

Location for the Annual Meeting of ARBA in 2020, on the east coast, was discussed and it was decided that the New York Sheep and Wool Festival in Rhinebeck, NY, the BigE in West Springfield, MA or the Vermont Sheep and Wool Festival in Tunbridge, VT would be preferred locations. A motion by Rick to hold the meeting in Rhinebeck, NY was seconded by Nicole and approved by the board. The festival is

held the third weekend in October, which will be October 16-18, 2020. Betsy agreed to check into locating a site for reserving a block of rooms for ARBA members.

Regional shows will be held in Districts 2, 4 and 6 in 2020. Allison, Nicole and Betsy will be checking on options and reporting to the board so information can be shared with the membership.

A request to provide Chris with an appreciation award led to a motion by Betsy, second by Rick and acceptance by the board to use up to \$50 to supply a thank you for his service. JoAnn will take care of securing and shipping this recognition award.

Committee Reports will be assigned at the next board meeting, but any members requesting to assist with committees should be encouraged.

District Reports started with Emma, indicating Romney breeders did well at several summer shows, with Supreme Ewes at NEYSS. Upcoming events in the district will be the BigE and New England Fiber Festival. Allison reported that the Maryland State Fair brought recognition in Fleece and Sheep classes, with Allison showing the Supreme Champion fleece and Ethan Kennedy exhibiting the Supreme ewe. Penny attended shows in Michigan, Wisconsin and Ohio and shared her observations regarding Romney sheep and wool. She hopes to encourage more participation and try to promote the listing of Romneys as a separate breed at more of the shows. Nicole gave an overview of participation at the Oregon State Fair open sheep and fleece shows and junior show. Upcoming in Oregon is the Oregon Flock and Fiber Festival in Canby. Betsy discussed her desire to focus District 6 events during NAILE, and to work on coordinating additional support for the fleece show.

Don reminded all directors that promoting various events, beyond shows and festivals, will assist in keeping members aware of changes, new management techniques and how to better manage and sustain their flocks. Action was taken to approve the absence of Carol at the board and annual meetings. A motion by Anne and second by Rick resulted in the passing of the motion by the board.

The next meeting of the board will be a conference call on Saturday, October 26 at 1:00 p.m. EDT.

A motion to adjourn was made by Anne, seconded by Charlene and supported by a unanimous vote.

Submitted by JoAnn Mast, ARBA Secretary