

American Romney Breeders Association  
Minutes of Board of Directors Meeting  
Tuesday, May 24, 2022 7:30 pm Eastern

**Call to Order and Roll Call.**

Present

Anne Lahner-McIntyre-President  
Charlene Carlisle-Vice President  
Marianne DiTaranto-District 1  
Amy Miller-District 2  
Penny Swearingen-District 3  
Sue Kalina-District 4  
Carol Pasheilich-District 5  
Betsy McPherson-District 6  
Emma Rogers-At Large  
Rick Trojanoski-At Large

Absent

Melissa Wubben-At Large

**Secretary's Report.**

- Continued maintenance of the membership list
- Preparation to send ballots for elections
- Updated information in Oregon Secretary of State database (update submitted and confirmation received)
- Communication with Associated Registries
- Point of contact for ARBA members

**Treasurer's Report.**

- Current Balance in Checking: \$31,368.37
  - Includes deposit of \$15,840.09 from CD
- Current Balance in Paypal: \$944.93

The Board of Directors of the American Romney Breeders Association (ARBA) (organization registered address: 58221 Lee Valley Road, Coquille, OR 97423; **mailing address: ARBA/Georgina Anderson, 615 Lewie Road, Gilbert, SC 29054**) resolve to open a Savings Account at Wells Fargo Bank as of May 24, 2022. ARBA Secretary/Treasurer Georgina Anderson will have banking authority for the Savings Account. Marianne moved to open a Savings Account according to the above specifications. Carol seconded the motion. The motion carried unanimously.

Ways and Means will meet again soon. Two major questions for discussion:

- What do we want to do with cash from CD?
- How to report registrations/transfers in the receipts and paid out?

Rick moved to accept the Secretary/Treasurer's Report as presented. Betsy seconded the motion. The motion carried unanimously.

Rick moved to approve the Minutes from the March 7, 2022 ARBA Board of Directors Meeting. Charlene seconded the motion. The motion carried.

### **District Reports.**

District 1. Members are pleased sheep and wool festivals are underway. If anyone has photos or interesting information from past or up-coming festivals, please send to Marianne. Members are asking about branding of Romney Wool. Marianne has been telling people to label things as "100% Romney Wool".

District 2. Maryland Sheep and Wool Festival was well-attended even with terrible weather. Annabelle is the new Maryland Sheep and Wool Ambassador.

District 3. Festivals are in progress and fairs are on-going. All event dates will be published in the Ramblings.

District 4. Lot of on-going work to plan the National Show and Sale. Black Sheep Gathering is coming up at end of June.

District 5. Nothing to report. Still looking for replacement for District 5 Director.

District 6. Nothing to report.

### **Committee Reports.**

Bylaws Committee. The committee has not meet, but completed missing piece referenced in last minutes. Everything else found in old Minutes fell under the purview of Policy and Procedure and will be taken care of by that committee. Currently, the ARBA Bylaws are up to date. There was a question about the final wording about how teleconferences count in regards to meeting attendance. The committee will look into how this topic is currently worded in the Bylaws.

Education Committee. The committee has not met, but will meet before ARBA Annual Meeting.

Youth Committee. The All American Junior Show and Northeast Youth Sheep Show are coming up. Many activities are being planned. Lots of Romney folks are planning to attend, even if they didn't have sheep present. Donations are still being accepted.

Website Committee. The committee had a training with Richard. There are two new things to post. Send Georgina any events articles or events.

Ways and Means Committee. Nothing to report.

Membership Committee. This committee will meet soon.

AI/ET Committee. The Semen Import form has been revised and a draft has been sent to the Directors. Directors should please read it before the next meeting and be prepared to vote or suggest changes. The draft is based on the Southdown breed association's forms, and anything that says "Southdown" or uses their logo will be replaced with the ARBA logo. The final forms will be made in cooperation with the Document and Data Control Committee.

Advertising. Teresa Walker has asked to join committee. There is an interest in revisiting branding of Romney products, both wool and meat. The committee has found a company to print 24x36 inch vinyl posters about Romneys, which would be cost for \$18 each in addition to the set up fee. These will be sold

for \$35. Rick also discussed a 32x81 inch vinyl sign that could be used by ARBA at events to promote Romneys and the Association. Additionally, two online companies have been identified that can make apparel “on demand” so there wouldn’t be a need to maintain an inventory. Rick will look into taking orders ahead of the National Show and Sale and having them available at the National Show and Sale. There was discussion about having some inventory of promotional items for sale at the National Show and Sale, and who would maintain the inventory of unsold items after the National Show and Sale. It was agreed that undated items and leaving out the words “National Show and Sale” would allow more flexibility in selling at future events than items with a printed year.

Policies and Procedures Committee. The Committee met and identified changes to the Elections Policy that had been approved by a previous Board but had not been implemented. The changes set dates for the Election of Directors relative to the Annual Meeting rather than fixed calendar dates. Other changes presented by the Policy and Procedures Committee are reflected in the Appendix at the end of these Minutes. Marianne moved to accept these policy changes approved by previous Boards and presented by the Committee today. Charlene seconded the motion. The motion carried unanimously.

Ad Hoc Document and Data Control Committee. Currently ARBA doesn’t have an official repository for documents. ARBA could register as a business and get Google email accounts, calendars, document storage and conferencing for about \$12/month. Penny and Emma will continue to look into this and other options.

#### **Old Business.**

Accounting for Junior Funds. The savings account will be open, as described in the Treasurer’s Report.

#### National Show and Sale.

August 24: Old Board Meeting

August 25: Wool Show

August 26: White Romney Show, Natural Colored Romney Show, Wool Supremes

August 27: Junior Show, National Sale (Sheep and Fleeces), ARBA Annual Meeting (with a meal), New Board Meeting

John Hawkins will be the auctioneer for the sale. There will be simultaneous live and silent auctions. The Fair Book is now finalized and ribbons are getting ordered. Donations are coming in. Information, including hotels and prices, will be posted on the website ASAP.

Banner Repayments. Still working on this. Anne has contacted Greg several times. Greg responds most times. There is a discrepancy in dollar amounts and continues to be a work in progress.

Spring Online Sale. There were seven entries with two no-sales. The sale brought in total of \$5,850. \$160 in entry fees was received and about \$242 is expected to come back from commission.

Organization of 2022 Director Elections. Biographies haven’t been received from some candidates. Ballots will go out on June 1, 2022 and must be postmarked by June 21, 2022 in order to be counted. The new Directors will be announced by July 18, 2022. Emma moved this timeline be followed. Rick seconded the motion. The motion carried unanimously.

Website/Printed Membership Directory. The Advertising Committee is getting ads for the printed membership directory. Georgina will get assistance from the Membership Committee in getting this started, and Anne will assist.

Administration of ARBA Facebook Page. Sue reached out to administrator of Facebook page. Georgina sent a message and got no response. Sue will follow up with the administrator. Rick suggests starting and “official” page if we can’t get control of the existing page. This was tried in other groups with mixed results.

ARBA Sponsorship of the Sheep Show at Michigan Fiber Festival. We are moving forward with this, and the sponsorship will come from that District’s funds.

**New Business.**

Topics and Questions for next Romney Ramblings. Email suggestions to Emma. Would the Education Committee be willing to collaborate moving forward? The deadline for the next issue of the Romney Ramblings is June 6, 2022.

Error in previous Ramblings article—correction needed? A statement was made that some colors of registration papers were incorrect. A clarification (i.e. yellow vs. gold) will be made in the next issue of the Romney Ramblings.

Email blasts. The Advertising Committee will develop a procedure for handling this. Georgina will be a part of the discussions.

Helping ARBA members avoid unethical breed stock sellers. We currently have a checklist for both buyers and sellers. Can we make that checklist available at sales? Can that checklist go in some sort of new membership packet? The Data and Document Control Committee will follow up on this.

ARBA Romney Display. Marianne currently has the Romney Display.

Communication between BOD and Website. Information needs to be put on the website more quickly. Board members should try harder to respond to emails in a timely fashion.

Next Meeting. July 19, 2022 at 7:30 pm eastern.

Emma moved to adjourn the meeting. Charlene seconded. The motion carried unanimously.

The meeting was adjourned at 9:25 pm eastern.

## **Appendix:**

The Policy/Procedures Committee is recommending the following changes:

### **1. Elections**

#### **Board Nomination Procedure:**

The candidates for the offices of President, Vice-President, and the three (3) Directors at Large shall be nominated by a committee comprised of three (3) District Directors. The Board of Directors shall appoint this committee. This group should nominate at least two (2) nominees for each position.

The candidates for the office of District Director shall be nominated by a committee comprised of three (3) Directors at Large. The candidates shall come from the district where they reside. In addition, the committee may seek the advice of the current District Director. Each position should have a minimum of two (2) nominees.

The Secretary must receive nominations no later than 90 days before the scheduled date of the Annual Meeting. All nominees must be Active Members of the association. It is necessary that they have been contacted by the nominating function and have agreed to be nominated and serve if elected.

#### **Elections:**

##### **Eligible Voters**

Eligible voters: those active adult members, as defined in the bylaws (including juniors over 18 years of age who sign up as active members) who have paid their dues by the voting deadline. Membership dues are considered on time if postmarked by January 31 of the current year. Members who pay dues postmarked by April 1 of the current year and an additional \$5 late fee are considered eligible to vote in the current year's selection.

##### **Self-Nomination**

Members who wish to nominate themselves for election should call or email the President. The President or Secretary will forward information from eligible candidates to the appropriate nominating committee for inclusion in their nominating process.

If a candidate is not endorsed by the nominating committee and included in the report to the Secretary by the nominating committee, he or she may still run for office through the write-in option on the ballot.

##### **Candidate Statements**

Candidates may submit a statement to the ARBA secretary, for publication to the membership, of no more than 200. Only the first 200 words of each statement will be published.

##### **Election Timeline**

The election process will begin 180 days prior to the annual meeting. Events will occur in the following order:

1. The self-nomination period will occur for 30 days
2. Nominating committees will convene for 30 days following the conclusion of the self-nomination period. On the 30<sup>th</sup> day, reports are due to the ARBA secretary.
3. Candidate Statements are due to the ARBA secretary 2 weeks after nominating committees have concluded
4. Ballots will be mailed to members 10 days after candidate statements are due
5. Return ballots should be postmarked 20 days after mailing
6. The tally of votes and notification of results to candidates and board members will occur 3 weeks after the postmark date. This day should be approximately 50 days before the annual meeting

## **2. National/Regional Shows**

### **Sheep/Entries**

All sheep entered in the show must be ARBA registered Romneys. All exhibitors must be active ARBA members by the entry deadline.

## **3. National Sales**

### **Entries**

All animals entered in the sale must be ARBA registered and consigners must be active members of ARBA by the entry deadline. Registration papers will be turned in at check-in. All entries must be consigned into the correct class based on color, sex, and birthdate. Same class substitutions are allowed to occur during check-in. Registerable animals may be entered in the sale with "pending" in the registration number column with the requirement that paperwork is completed and in hand by the day of the sale. Entry payment is forfeit if this requirement is not met and the animal will not sell. The entry deadline and acceptance of late entries will be determined by sales management.

### **National Sales:**

When holding an ARBA-sponsored sale, the board will require the sale manager to produce a copy of their livestock bond insurance unless ARBA is managing the sale. The sales committee will determine the appropriate amount of sales bond based on sales management's gross sales from the previous year.

## **4. Travel Reimbursement**

### **Reimbursement for in-person Participation Requiring Travel:**

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

Reimbursement requirements shall include any reasonable expenses, as defined by the board, including lodging, mileage, parking, and tolls, that any director 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.