

American Boer Goat Association
Board of Directors
Face to Face Meeting - San Angelo, TX
7/12/2024 - Day 1
Meeting began at 0800 CST

Roll Call: Directors Present

Rosalinda Vizina – R1	Sam Knott – R8
Olivia Rush – R2	Elizabeth Westfall – R9
Paige Gunderson – R3	Kim Veal – R10
Jeffrey Gibbs – R4	Tyler Sparks – R11
Michael Reis – R5	Chuck Fitzwater – R12
Lauren Green – R6	Brad Mackey – R13
Gage Taylor – R7	Cameron Drew – R14
Casey McClain – R7	

Roll Call: Directors Absent

Kevin Richmond

Staff Present

Porschea Vann	Hannah Jenkins
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Members Attending

Dr. Gina Bassford	Brenda Fitzwater
Bo and Erin Richmond	Joey McClain
Niel and Jillian York	Justin McGriff
Caroline Cooper	

Approval of the Agenda

Lauren Green makes the motion to move the Q&A session to after the election. Seconded by Paige Gunderson. Voice Vote: Motion Passes, Unanimously.

Election of Officers

Each board member's introduction provided a brief overview of their personal background and history with the ABGA.

Nominations opened for President. Lauren Green nominates Mike Reis. Seconded by Chuck Fitzwater. Jeff Gibbs nominates Brad Mackey. Seconded by Cameron Drew. Nominations closed by Lauren Green. Seconded by Casey McClain. Votes: 10 for Mike Reis; 5 for Brad Mackey. Mike Reis named ABGA Board of Directors President.

Nominations opened for Vice President. Casey McClain nominates Chuck Fitzwater. Lauren Green seconded. Cameron Drew nominates Brad Mackey. Seconded by Jeff Gibbs. Nominations closed by Lauren Green. Seconded by Paige Gunderson. Votes: 10 for Chuck Fitzwater; 5 for Brad Mackey. Chuck Fitzwater named ABGA Board of Directors Vice President.

Nominations opened for Secretary. Sam Knott nominates Elizabeth Westfall. Casey McClain seconded. Cameron Drew nominates Lauren Green. Seconded by Jeff Gibbs. Nominations closed by Paige Gunderson. Seconded by Rosalina Vizina. Vote: 12 for Elizabeth Westfall; 3 for Lauren Green. Elizabeth Westfall named ABGA Board of Directors Secretary.

Nominations opened for Treasurer. Paige Gunderson nominates Sam Knott. Seconded by Chuck Fitzwater. Nominations closed by Chuck Fitzwater. Seconded by Lauren Green. Voice Vote: Motion Passes. No: Cameron Drew. Abstain: Brad Mackey, Jeff Gibbs, Gage Taylor.

Nominations opened for Executive Committee. Gage Taylor nominates Brad Mackey. Seconded by Jeff Gibbs. Brad Mackey nominates Cameron Drew. Declined. Sam Knott nominates Paige Gunderson. Seconded by Tyler Sparks. Chuck Fitzwater nominates Sam Knott. Seconded by Paige Gunderson. Cameron Drew nominates Gage Taylor. Seconded by Brad Mackey. Sam Knott nominates Elizabeth Westfall. Seconded by Brad Mackey. Casey McClain nominates Lauren Green. Seconded by Elizabeth Westfall. Lauren Green nominates Casey McClain. Seconded by Rosalinda Vizina. Motion to close nominations made by Sam Knott. Seconded by Paige Gunderson. Executive Committee Vote: 4 for Brad Mackey; 10 for Paige Gunderson; 10 for Sam Knott; 4 for Gage Taylor; 10 for Casey McClain; 14 for Elizabeth Westfall; 1 for Lauren Green.

Executive Committee for ABGA Board of Directors – Mike Reis (President), Chuck Fitzwater (Vice President), Kevin Richmond (Past President), Paige Gunderson, Sam Knott, Casey McClain, Elizabeth Westfall.

Break from Session at 09:16 am

Return to Session at 09:33 am

Q&A Session

The board and membership present spoke openly about the ability to come together as a board. Discussion points were made around the lack of communication and trust between board members. The role of the Executive Committee was discussed on the committee's authority. Discussion from members presented on what is best for the membership, with board members getting along and divided being presented. Suggestions were made to have an attorney present at meetings to ensure

the parliamentary process and bylaws are being followed. The Board agrees communication needs to be increased and transparency needs to be presented.

Cameron Drew makes a motion for 60 days, as of 7/12/2024, the Executive Committee shall not meet and shall not have authority to make decisions outside of the full board meetings. Seconded by Gage Taylor Roll Call Vote: Yes – Olivia Rush, Paige Gunderson, Jeff Gibbs, Mike Reis, Lauren Green, Gage Taylor, Casey McClain, Elizabeth Westfall, Kim Veal, Tyler Sparks, Brad Mackey, Cameron Drew. No – Chuck Fitzwater, Sam Knott. Abstain – Rosalinda Vizina. Motion Passes.

Discussion continued: There was agreement on the need for an attorney, following Robert's Rules, procedure on 900s, and reviewing and potentially revising bylaws.

Gage Taylor makes a motion to follow Robert's Rules of Order. Seconded by Cameron Drew. Voice Vote: Motion Passes Unanimously.

Sam Knott makes a motion to have legal guidance review the motion which was made to suspend the Executive Committee for 60 days. Seconded by Chuck Fitzwater. Voice Vote: Motion Passes Unanimously.

Elizabeth Westfall makes a motion to charge the bylaws committee to identify a legal counsel that specializes in nonprofit bylaws for future bylaw revisions and meetings within the next 30 days. Seconded by Lauren Green. Voice Vote: Motion Passes, Unanimously

Break from Session at 10:49 am

Return to Session at 11:00 am

Confidentiality Agreements, Code of Conduct and Policies

The president discussed the paperwork required by the board and asked for all documents to be signed and returned. There was a discussion about which version is currently in use. The office manager was asked to review and ensure the correct dates could be provided. The office manager will print out and bring the current copy of the documents to the meeting the following day.

Board Roles and Responsibilities

Discussion for any recommendations and a review of chain of command protocols. Items discussed included communication from committee members, members, and office staff to board members. Additional items included what could be requested and, if there is no communication, who they go to next. The recommendation was to create a policy that provides clear information on reporting, including a visual flow chart.

Motion to create a policy that defines the chain of command for the board, staff and members in the next 30 days, including a flow chart for visualization purposes to include an HR reporting structure. Gage Taylor seconded the motion. Voice Vote: Motion Passes, Unanimously. Assigned to Elizabeth Westfall

Office Update

Office Manager Porschea Vann provided an update on the current staffing levels of 12 personnel. The board discussed handling non-payment accounts with 90 days of non-response from a member. The office manager will create a policy outlining communication, timeframes for response, and a fee schedule. Hiring was discussed around temp placement and the current division of labor in the office. The turnover rate at the office is estimated to be 25%, citing possible increased hours and disorganization. Suggestions were made regarding doing exit interviews, reviewing additional manpower needs, and retaining and training employees. New member packets are not currently being provided. Recommendation to have an analysis, evaluation, and SWOT conducted with the office staff.

Motion by Paige Gunderson that after the treasurer's report, if financially feasible, have Cameron Drew go down to the office to conduct an analysis, evaluation, and SWOT, and report back on findings, including implementation and design. Did not receive a second. Motion fails.

Motion by Paige Gunderson to table discussion on office operations temporarily till after the financial report and identify whether or not it is feasible to send board member Cameron Drew to do an analysis and proposal of staff and office operations. Seconded by Cameron Drew. **Voice Vote:** Motion Passes

Motion by Cameron Drew for Porschea to identify and provide a manual workaround and process for the backlog of inspections for ennoblement paperwork which is 90 days or older within 30 days. Seconded by Lauren Green. **Voice Vote:** Opposed Gage Taylor. Motion passes.

Break for lunch at 12:10 PM; return to session at 12:48 PM

Treasure's Report/Financial/Asset Review

The presentation by Sam Knott for the treasurer's report provided a timeline of net revenue, sponsorships, efficiencies in iCompete, increased memberships, and trajectories. Review of investment funds, including policy statement, with a look back at three objectives created in the 2023 meetings to include quarterly reports, return on investments, and income generators. Information provided on audit and tax returns being completed for 2022 and 2023. Brad Mackey discussed the number of lifetime registrations, 11, and how long the membership fee has been at \$60.00, an estimated 9 years. Mike Reis left the meeting room at 1:54 PM and returned at 1:56 PM. Several board members identified the need for a sponsorship committee, which included revising the current sponsorship packet, looking at multi-year opportunities, onboarding of sponsors, and reviewing the timing of contact with sponsors. Cameron Drew asked for a review of the labor division on budget; Sam Knott asked for the items to be included in next month's report. Discussion on large bid items and processes. Brad Makey, Rosalinda Vizina, and Lauren Green departed the meeting room at 2:28 pm and returned at 2:30 pm.

Break from session at 2:48 pm; return to session at 3:00 pm

Discussion continued on deferred dues & income and deposits on accounts, an ongoing issue that predates the current treasurer. Sam Knott stated he has been working with the CPA and the State of Texas on processes to clean up accounts. Currently, the office is completing a manual process for credits on accounts. Sam Knott recommends hiring a third party to review and identify what needs to be paid out due to the current bookkeeper being part-time. The current employee is not available to complete these tasks. The board discussed the benefit of hiring a full-time bookkeeper for ABGA accounts.

Sam Knott makes the motion to hire a full-time bookkeeper to manage the day-to-day bookkeeping and task with clean-up of Deposits on Account balances. Seconded by Rosalinda Vizina. Voice Vote: Motion Passes, Unanimously.

Paige Gunderson makes the motion in the next 30 days we define the bookkeeper roles and qualifications, salary, job description, with the goal of hiring in the next 60 days. Seconded by Casey McClain. Voice Vote: Motion Passes, Unanimously.

Discussion on signing authorities for checking accounts and having additional levels of visibility which was a recommendation from CPA auditor. Additional information on the need to post audited reports and tax reports.

Elizabeth Westfall makes the motion in accordance with state and federal law the association shall post the annual finalized audit reports and tax statements upon completion to the ABGA website. Seconded by Olivia Rush. Voice Vote: Motion Passes, Unanimously.

Final topic discussed in the treasures report included information on record retention and continuity of processes including storage of information.

Sam Knott makes the motion to hire or retain an outside party to conduct a record of retention execution of the association. Seconded by Paige Gunderson. A discussion around the process ensues, with the office manager requesting to be tasked with reviewing all ABGA documents and developing a record retention process. Sam Knott amends initial motion to state Office Manager to oversee a plan of record retention execution of the Association documents and to provide a monthly written report. Seconded by Paige Gunderson. Voice Vote: Motion Passes, Unanimously.

Break from session at 4:33 pm; return to session at 4:46 pm.

National Show Site Search Committee Location

A committee consisting of Chuck Fitzwater, Dan Elliott, Mike Reis, and Sam Knott has been reviewing potential sites for the 2026-2028 National Show. Sam Knott stated that the ABGA is behind other associations that have already started the contracting process or are locking in other sites. Discussion around several potential sites, including Stephens County, Kansas City, Indianapolis, Springfield, Louisville, and Grand Island. Additional suggestions were discussed, but no quotes were provided at that time. New pricing from Grand Island has been provided at a reduced amount of around \$53,000.00 per year on a three-year contract with a potential for a \$20,000 economic stimulus grant from the city. Safety concerns were discussed in Louisville with the isolated car thefts during our 2024 show.

Brad Makey makes the motion to move forward with the intent to agree to an agreement with Grand Island in 2026, 2027, & 2028. Seconded by Gage Taylor. Roll Call Vote: Yes - Rosalinda Vizina, Olivia Rush, Paige Gunderson, Jeffrey Gibbs, Lauren Green, Gage Taylor, Casey McClain, Sam Knott, Chuck Fitzwater, Brad Mackey No - Elizabeth Westfall, Kim Veal, Tyler Sparks, Cameron Drew. Motion Passes.

National Show Committee Update

Discuss how the National Show went, with several board members and attendees commenting on how well it went this year, including compliments from the office staff, the JABGA Director, and the National Show Committee. Discuss several areas, including reducing the national show committee size and how all organization representatives must operate professionally. Thanks to the volunteers, including Kim Veal, for their assistance in the office and ring area throughout the week. Paige Gunderson presented the idea of adding educational sessions similar to an expo for the upcoming National Show.

Sam Knott makes the motion to go into executive session at 5:39 pm. Seconded by Lauren Green. Voice Vote: Motion Passes, Unanimously.

Sam Knott makes the motion to return to the regular session @ 5:56 pm. Seconded by Lauren Green. Voice Vote: Motion Passes, Unanimously.

Lauren Green motions to adjourn the session at 5:59 pm. Seconded by Gage Taylor. Voice Vote: Motion Passes, Unanimously.