

VAOBA Members Meeting April 29, 2005  
Ladysmith Rescue Squad Ladysmith, VA.

Meeting called to order at 7:55 pm.

Members discussed Roberts Rules of Order to ensure everyone understood the standard format for each meeting. Ken volunteered to furnish a copy of Roberts Rules to anyone interested as a resource for the organization. It was suggested the president post the agenda of the next meeting on the website prior to the meeting. This would serve as a reminder to those who had assignments to complete before we met again.

Minutes had been posted on the web. There was a motion made by Ken Chapman to accept the minutes as posted. The motion was seconded and passed.

Linda Polak reported that the Articles of Incorporation and appropriate documentation had been filed with the Virginia State Corporation Commission on March 25th. State Corporate Officials requested more information about our mission, which Linda supplied by creating the mission statement draft. We were issued a Certificate of Incorporation dated April 5 from the State of Virginia. Linda Glass obtained the employer ID # and submitted a 501C5 application to IRS. There were several filing fees incurred by both Linda P. and Linda G., which will be paid back from the membership dues once they are collected. AOBA affiliation committee will meet Monday, May 2nd, and the approval of our VAOBA affiliation is on the agenda. Linda will let us know as soon as she hears, which usually takes about a week.

Linda P. addressed some issues Sharon R. had previously raised online about the Board of Directors' power, assuring everyone that the Board's charge is to represent the Association in its actions, with a duty to prevent individual conflict positions, and to reconcile in favor of the organization any that may arise. Violation of this duty would constitute a conflict of interest and could result in removal from office.

There are no standing committees so there were no committee reports.

Mike Hertless asked if we had tax id # and, if so, did we currently have a bank account. Linda G. assured him we have the tax id and are ready to open an account. BB & T was discussed last month, but this bank no longer supports dual signatures on checks. Because of that and other issues, she felt this bank offered a false sense of security. She suggested Wachovia. The need for an audit committee was suggested and met with unanimous approval.

Linda P. explained she created VAOBA's mission statement by closely following AOBA's, adjusting it slightly to accommodate our different goals. The president asked if anyone had any additions or deletions to the statement. Sharon R. shared small grammatical suggestions, and there was some discussion. Ken C. motioned that the mission statement, with its suggested revisions, be adopted. The motion was seconded by Hank and carried. Linda will make said revisions.

Glenda asked if there were any suggestions or revisions for the bylaws. Sharon R. led the discussion of the bylaws by reviewing her questions.

No definition of a registered agent? How would a new one be chosen? These issues are covered by the state of Virginia corporate laws and need no explanation in this document, though the Board of Directors would appoint a new one if Linda P., who is our agent, vacated her position.

Under what situations would we have offices outside the state of Virginia? This phrase was put into bylaws to cover hypothetical situations that might occur down the road, and would cover us so we did not have to amend the bylaws to accommodate the situation. Ex. Down the road, perhaps, AOBA could hypothetically decide to allocate office space to affiliates at their corporate headquarters. We would be covered if we wanted to take advantage of the offer. An Officer or Board member may move while in office and it would not serve our purposes to have that person vacate the office, so we would be covered..

Will we be offering membership outside the state? There is currently no distinction between farm and associate member regarding residence. Should there be? Are we going to allow voting members outside the state of Virginia? Discussion followed. The consensus was that "farm members" should be replaced by "Virginia Farm Members." It was determined that "Any Virginia resident who owns alpacas qualifies for Virginia Farm Membership and will have voting rights (as long as they are in good standing, according to the bylaws). Associate Members may or may not be Virginia residents and will have no voting rights."

Are there benefits other than voting rights? Discounts at shows were mentioned. Membership felt those should not be in bylaws but could evolve as the organization grows.

Ginny C. suggested membership cards, which many felt would be cumbersome to keep up with. Linda P. suggested we would need to keep an updated membership list that would be available at each monthly meeting and at all special events where discounts to membership is offered. The need for a membership coordinator on the Board of Directors was suggested. The need for a membership committee was discussed as well.

Sharon asked about the membership certificates the bylaws referred to. This is something each member will receive. Come from where and signed by whom? Grants membership and identifies type of membership. Issued by Secretary upon joining organization. Can set up as we like.

Dues shall be set by Board of Directors? Sharon questioned why it doesn't also read "and subject to approval by the membership." It was explained dues would be part of the annual budget subject to approval by the entire membership at the annual meeting.

Sue I. announced the Caroline County show will not be sanctioned by AOBA per the membership suggestions for this first show. We will follow AOBA rules as best we are able. Mike H. suggested we think about having a fall show in the next year or so since the big shows are in the spring and nothing large is offered in the fall. Asked for

possible sites. Linda P. suggested another building at the Lexington Complex that is large enough for 150 stalls and show rings. Dulles Expo Center was suggested. It was determined we would need about a 500' X 500' building. This is the time to start working with the state fair. Maryanne Bruffy was the coordinator with the llama and alpaca shows last year. This year the shows will still be mid-week. 2007 will be the first year we will be able to get back to weekend shows due to the new complex being built. Linda G. urged us to consider sites that offered stalls having fresh air rather than being enclosed in a building. She suggested we plan displays, events that would draw people into the aisles but preferred open air access stalls to avoid contamination that occurs when animals are stalled inside for three days or so. This discussion brought to light the need for a show committee.

Sharon asked for clarity of voting member status. A Farm Membership must be one vote per farm. That eliminates larger farms having more say over voting outcomes than the smallest farm on our membership roster. This keeps voting fair. To clarify any confusion, in section 4.4 on voting, the words "Farm Member" should replace "Member."

Sharon asked why no one, according to section 5.1 could undertake any action, have any correspondence, or represent in any way the organization without Board approval. It was explained that is the Board's responsibility to charge committees with tasks. Once those tasks are given, committees may consider they have the Board's approval to conduct whatever communication they need in VAOBA's name to accomplish the task.

Sharon saw no mention of staggered Board terms, and pointed out the need for such to continue stability of the organization. Many conceded staggering terms was probably a good idea for this first time; after that, the bylaws read well enough to accommodate said terms. It was suggested that a rotating 1/3 of the Board of Directors' terms should expire each year. The number of Board members was discussed as the bylaws provide for no less than 5 members but gives no direction for maximum. It was left at the fact that there are enough tasks for us all as we now stand, but that we do need to set a number of Board members at some point. Everybody sitting at table at last meeting would be on board, per person, so the entire membership list currently would be board members. Ginny Chapman chose not to be considered a board member and Debbie Woodcock asked to have Donnie's name withdrawn from Board roster.

Sharon asked for an explanation of "waiver of notice". This section means that we, as an organization, can still operate and be considered a corporation even though we do not formally send meeting announcements and notices in compliance with Virginia State Corporation laws. All directors will be notified of all director meetings and written notice may be waived. Membership meetings, however, require notice as provided in the bylaws.

Committee chairs never report to membership, only to the Board? We, as members, must be trusting of those who represent us to act in our best interests. However, the membership should receive a newsletter, whether online or mailed, to be kept informed. Board meets monthly, membership only once a year. Sue suggested we can make the Yahoo site

we currently have for the Board only, with Board members vacating the site as their terms expire. Set up another site for the entire membership. Can keep membership informed at that site. Place polls and vote on the Board site with members' names showing, post those results of votes without names on the membership site. Can accomplish a lot of things on these sites for the first year without having to incur the expense of printing. People will be invited and granted access to the second site after paying their dues. We will also need an information website (www) for the rest of the world. Sharon brought up her dislike for polls and voting on the website, preferring face-to-face discussion since the Board would be having monthly meetings. She also questioned who could create a poll on the site? Ken C. suggested polls be placed on the website only in a case of immediacy and that only the four officers acting as an executive committee have the executive power to create the polls.

Mike H. wants to make personal phone calls to the 125 or so Virginia alpaca farm owners to invite them to join the organization. Ginny Chapman and Hank Boyd volunteered to help. It was felt the phone calling would be an opportunity to clear up concerns others may have about the organization.

Sharon asked about the job of Inspector of Elections. Is this an appointee, elected position? What is the job? Ken responded by asking if there would be a problem changing name of nominations committee in section 8 to Nominations/Election committee and the entire task of nominating people and running the election falls to that committee. Membership seemed to agree. This term is another one from the state corporation laws, and basically, if there were to be such a position, it would be appointed by the Board.

Once committees are established, only one member of the committee needs to attend Board meeting to represent the committee. Glenda will put names of committees we discussed on web site.

David Smith asked what the sales pitch would be for this organization to encourage people to join? What benefits would there be? It was suggested the pitch follow the mission statement, which details our goals. Sharon suggested a letter and membership application precede the phone calls. She volunteered to draft both and post on website for comment before the next meeting.

Ken brought up a point of order - can we vote on the bylaws? Ken suggested we approve the bylaws as amended. Sue seconded and the motion was carried.

Who would be invited to join this organization? There are people who have interests and talents, like creating a website, who might volunteer to do tasks but expect credit, say on the web page, for their talent. Do we grant that? Think about this and how we would handle. Linda G. suggested a resource page on the website or in the newsletter where anyone could pay a certain price for an entry on that page and we might be able to grant free entry on that page for people who provide us a service. Members would get a discounted price for a listing there.

Sue suggested complimentary associate memberships to Virginia area vets because a few have expressed interest. Pam suggested they must give us an article or hold a seminar. Linda G. argued that opens holes for others to slip in. Who else might want free memberships? Our farm insurance people? Web designers? Sue amended her suggestion to say that we be allowed to individually sponsor a vet. It was suggested we contact Tim McCarty, past PAOBA president, to see how they handled complimentary memberships. Hank volunteered to contact him regarding how they handle complimentary memberships specifically for vets and in general. Ken C. suggested membership committee address those issues. Hank, Mike and Ginny are the membership committee. Linda P. moved we accept them. Sue seconded and the motion passed.

Linda P. suggested we establish and approve a cursory budget to cover the upcoming show. Linda G. argued establishing a budget right now, feeling we should instead set a dues amount tonight to get us started. The Caroline County Fair Board does have the ability to front money; we have asked for \$1,000, but no money has yet been received. The only commitment to spend money so far has been \$500 to the judge for the show. Until Sue gets answers to the space allotted for pens, she cannot project the number of alpacas we can invite.

Dave motioned we establish full farm membership annual dues at \$100. Sue seconded. Ensuing discussion amended the motion to include the Associate Member dues at \$35. Judy H. seconded. Motion passed.

Board members present paid Farm Member dues. Checks are to currently be made payable to Virginia Alpaca Owners and Breeders Association. Members not in attendance will be asked to send their dues to our registered agent, Linda Polak at 18295 Hewlett Rd, Beaverdam, VA 23015.

Ken C. moved we authorize the treasurer to reimburse herself and Linda P. for any expenses incurred in filing documents on behalf of the organization. Sue seconded and the motion passed.

Ken C. moved the membership authorize treasurer to incur expenses for opening an account for the organization. Sue seconded and the motion passed.

Ken C. moved the treasurer be authorized to purchase a bench for \$100 at the Caroline County Fair Alpaca Show. Linda P. seconded and the motion carried.

Ken C. motioned the treasurer be authorized to sign checks. Dave seconded and the motion carried.

Currently on agenda for next meeting:

- Discussion of others authorized to be signing checks, need at least 2
- Caroline County Show rules
- Membership letter and application approval
- Committee formations

The next meeting was set for Friday, May 13th, 7:30 pm. To give us more time to prepare for opening VAOBA membership.

Board meeting adjourned at 10:20.

Immediately following adjournment, fair committee, which consisted of all remaining Board members for the purpose of this meeting, convened. Sue urged us to offer some performance classes to appeal to the audience. While it would certainly be too hot for costume events, the crowd would probably like to see some kind of obstacle classes.

Ruth Inglefield, a judge from the Virginia Classic Show, has agreed to be our judge.

Fair will supply ribbons. We need to say how many classes and ribbons we need.

Sue suggested we have a VAOBA 4H booth at the fair. Hank announced we needed to be Cooperative Extension 4H members before we could do that. Sue will investigate. He suggested speaking to Anne and Burt Kramer (Anapaca farm), as they are pros at this.

We need to commit to having at least 2 animals at the fair (Caroline's Barn) each of the four days. We need to have health certificate for each animal (good for 30 days) prior to the show. Need to have a vet on call. Sue will post rules in existence on our web site for us to view.

There was some discussion of what the bench plaque will read...Donated by the Virginia Alpaca Owners and Breeders Association.

Terri Phipps has a vinyl banner that could be altered to work for us. Sue will contact her to see if she will donate it.

The Fair Committee meeting adjourned at 10:48 pm.

Respectfully submitted,

Sharon Roberts  
VAOBA Secretary