

# **Virginia Alpaca Owners and Breeders Association**

## **Monthly Board Meeting Minutes**

**March 9, 2009**

### **Attendees:**

Sue Ives – Past President  
Keli Harold – Current President  
Ken Crews – President Elect  
Joanna Maas – Secretary  
Fred Obenchain – Treasurer  
Judy Howe – Director at Large  
Les Fuller – Director at Large

Meeting was called to order at 7:35 pm.

Sue had a minor correction to February's minutes. Fred moved we accept the minutes as amended; Ken seconded; minutes approved unanimously.

### **Treasurer's report:**

Fred submitted a report to all Board members prior to the meeting via email. Current balance is \$40,959.33. This does not include any additional receipts from this weekend's neonatal seminar, but does include the \$2000.00 check for the AOBA Youth program (AYA).

This year we do have to file an IRS Form 990; we may also need to file for previous years as well. First, we need a finance committee, and Fred would like to have an organizational meeting at the Virginia Classic. He would like anyone who has written a check or made a charge in the past on the Finance Committee. Additionally, it would be best to retain an accountant to work on tax documentation from year to year. The deadline for filing an I-990 is May 15<sup>th</sup> with an automatic extension on request.

Fred moved that we establish a Finance Committee; Sue seconded; motion passed unanimously. Fred suggested that anyone who has written checks or made a charge on the account on behalf of VAOBA serve on the committee, inviting Sue, Keli, Linda Polak, Glenda Hertless, Sherry McEvoy, etc. to be members.

Sue moved to accept the Treasurer's report; Judy seconded; motion carried unanimously.

### **Committee Reports:**

Youth: Judy went to visit Ray, who is very frustrated with the AYA. At the request of the AOBA president, Ray put together a sponsorship package. VAOBA made the \$2000 sponsorship based on this sponsorship package as presented. However, the current AOBA president did not approve the sponsorship package, so Ray instructed AOBA to not cash our check as the benefits would not be as presented to us. Fred will be taking steps to cancel the check. If this is worked out, we can resubmit the check at that time.

Education – Committee Members: Patty Fuller, Terry Wooten, Chris Wingard

Activity Update:

*ALPACA INFO DAY @ Virginia State University:*

Over 50 VAOBA breeders registered for the day long seminar featuring a variety of speakers and subjects. A large amount of requests have been received for repeating the course for more breeders to attend at a later date and for using this format of multiple subjects for future seminars. The meeting minutes were received at the end of last week 3/6 and will be distributed to those that attended. The minutes of the presentation just arrived and will be sent out to the attendees shortly.

*NEONATAL CLINIC:* The Neonatal Clinic on Saturday, March 7th was well attended. 24 breeders came to Virginia / Maryland College of Veterinary Medicine in Blacksburg for this all day event. The original schedule for two days had to be modified due to a lack of participation for Sunday. This change affected three registered guests. Dr. DeWitt also gave a modified version of the neonatal lab and ultrasound training to 35 vet students Friday evening. Overall the weekend was a huge success with many breeders thanking Dr. DeWitt for her outstanding seminar.

*FUTURE:*

No seminars planned as yet.  
- Patty Fuller

Fiber:

We aren't doing much these days. The skirting workshop went very well. Attendees: 2 non members & 11 members. We had lots of positive feedback. I also wanted to make sure that you all knew that Dianne Six is donating her fee to nunoaproject.org.

- Merian L. Burkett

Industry Relations : no report

Membership: a current membership list was presented to the BOD.

Newsletter: no report submitted, the newsletter went out in February.

Show Reports: -

Judy would like to have a decision made on the superintendents for the fleece show.

Freda McGill from Colorado submitted bids for superintending both fleece and auxiliary fleece show.

We also have two VAOBA members submitting bids as superintendent. Judy Schroeder has worked many shows including ours last year. We have gotten a lot of good comments re: her including from Pam Whiting. Patty Fuller put in a flat bid for auxiliary fleece show superintendent.

Based on bids, Fred moved that we hire Judy Schroeder as our fleece show superintendent. Sue seconded; motion passes unanimously.

Joanna moved that we hire Patty Fuller as auxiliary fleece show superintendent. Fred seconded; motion passed unanimously (Les abstained from voting.)

Judy is hiring Tim Lavan as a fleece show judge; we need an additional judge based on the number of fleeces anticipated.

Graphic Design for the year – we have received a bid from Patty Fuller for this position. The recommendation was to contact Stephanie Pride (Able Publishing) for an additional bid.

Sponsorship Coordinator – Fred has volunteered to take this on as he will be working on the programs.

Judy would like to redo the sponsorships, but some of this will depend on what is discussed this weekend. She has looked at eight different shows, and ours are very low (Fred noted that some of the other shows' sponsorships are unreasonably high.) She has additional perks that we can add to the sponsorships, and she would like to add a corporate sponsorship. She will type it out and send it by email by Wednesday. Judy will think about when would be a good time to meet and get with us online.

Marketing – Keli is no longer doing marketing, but will forward another committee member's name to Judy Howe.

At this time, Ray Tubbs is not interested in further pursuit of AYA and wants to do a 4H competition on site at our show. There are concerns about this becoming an issue with AOBA; Sue suggests that we submit as we did last year, and if it becomes an issue, we can go off-site for this competition as last resort. Ray also wanted to know if we were making a donation to the 4H clubs. Sue moved that VAOBA, in exchange for youth working at check-in, donate 10% of the silent auction proceeds to the clubs on a per-member basis. Judy seconded; motion carried unanimously (Keli abstained.)

Ray has repacked the trailer; it looks much better, but Judy was thinking about investigating putting some of the non-obstacle equipment in a storage locker; she will make a proposal last month.

We are finishing details on our application so that we can get our show on the website.

After discussion, we will implement a \$50 show discount to VAOBA members who have renewed no later than 7/31/09.

## **ACTION ITEMS:**

- 1) VAOBA Booth at VA Classic – these are currently in the show trailer, Ray will need to bring them to the show.
- 2) Nominating Committee: No one has accepted an offer to serve on the Nominating Committee. Another name was suggested, and Keli will contact this individual.
- 3) Ad for Alpaca fiber symposium – Patty has already submitted this; Sue will email it around.
- 4) Virginia's Finest

Responses to the current Virginia's Finest Standards for alpaca fiber, including what came in today, has come from a large percentage of the membership. Guidance for this program coming from VAOBA as an industry representative, is considered as appropriate by VDACS.

Fred recommends forming an ad hoc committee to discuss the standards as they are and how they need to be changed and then bring it to the board for action. Les felt that it didn't need to come through the board; we could let it go through the industry committee. According to the tax code, Fred said that we were not authorized to create a committee that included non-VAOBA members.

Les feels that it should NOT be a VAOBA committee; Fred feels that it MUST be a VAOBA committee. Keli feels that the state is looking to VAOBA for leadership, and this is our chance to rectify the situation and allow a greater access to the full membership.

Ken asked why we haven't gotten a vote from the membership whether or not the standards are acceptable. Fred felt that there was enough input to justify a request for more formal input.

Fred said that we should ask for volunteers for the committee to review all aspects of the current standards and see if and what changes are needed. Sue suggested that we put this as a task of the Industry Relations committee and have them seek volunteers. They can talk with VAOBA members and others with Virginia-based, national or international expertise on all aspects of alpaca fleece production and processing.

Fred moved to ask the Industry Relations Committee to act as an ad hoc committee to review the current Virginia Finest standards for alpaca fiber and to propose any amendments after soliciting and documenting input from Virginia alpaca farmers and national/international experts in manufacturing, etc. so that Virginia's alpaca industry remains competitive in the marketplace. This committee shall consist of no less than five VAOBA members. Sue seconded; Keli, Fred, Sue, Judy, and Ken voted yes; Les and Joanna abstained from the vote.

Keli reported that VAOBA's introduction to the General Assembly members went very well; we met a lot of legislators and made many useful contacts.

NEW BUSINESS:

### Proposed Bylaw Amendments

We received the following from Geoff Whiting as proposed amendments to the VAOBA by-laws:

I think the Bylaws need to be amended for the following

**1) Article on Conflict of Interest:** In order to be in compliance with Virginia State Law, this is common sense, but probably needs some discussion. If VAOBA has a serious COI in the future we may have to show what we have done as a not for profit that was proactive or possibly risk that status.

**2) BOD and Committee Member sign a statement they have read, understand and will obey the VAOBA Bylaws.** Abandonment of observance should be construed as legal malfeasance and willfully acting against the best interest of the association.

**3) BOD Membership on Committees:** Article that constrains the President and Board members from being on committees. Currently some a few members are crossing too many boundaries and taking too much unilateral actions that create risks to the professional administration of VAOBA. Too much power and decision making power is being given to some members and committee members are being left out of the loop, e.g. Government Relations, Fiber, and Membership Committees etc.

**4) Executive Advisory Board:** Article that establishes an Executive Advisory Board to conduct a semiannual review of the VAOBA business activity and strategic planning. We cannot always count on the VAOBA leadership to have those skills. It could add a more business experience to this business...and VAOBA is a business. If the Board acts contrary to the recommendations of the Advisory Board they must have a written record of their reasoning based on facts. This provides additional strength to leadership and provides more check and balance to the interest of VAOBA.

Fred stated that he did not feel that any of the amendments, as written, served the best interests of the membership.

With regard to Amendment #1 - The BOD can enact a written policy on conflict of interest without resorting to the amendment process.

Fred moved that the BOD compose a written Conflict of Interest policy to ensure the best interests of the organization are followed. Judy seconded; motion passed unanimously.

With regard to Amendment #2 - the Board shall make it a policy that at the first Board meeting of each term, the ByLaws, Conflict of Interest Policy, and other appropriate policies are read and discussed so that all members are aware of their contents and

responsibilities. Additionally, all committee chairs are required to attend this meeting for these purposes.

Additionally, all BOD members must report all business relationships with other BOD members for federal tax purposes.

There were no motions to accept any of these amendment proposals for membership vote at the annual meeting, but the VAOBA Board of Directors recognizes the right of VAOBA members to re-propose these, or any other amendments, by the petition process.

Next meeting is scheduled for April 13<sup>th</sup> at 7:30pm.

Fred moved to adjourn; Joanna seconded. The meeting ended at 9:46 pm.

Following the meeting, there was further discussion via email concerning Les and Joanna's concerns regarding the assignment of the Industry Relations Committee to serve as an ad hoc committee to review the current Virginia Finest standards. It was proposed that instead of using the standing IRC, that VAOBA assign this task to a separate task force. The BOD has asked Geoff Whiting and Linda Polak to chair the task force and to appoint two members from each VAOBA district. The task force will research national and international fiber and marketing standards and present a report to the BOD with their recommendations for change of the current Virginia's Finest standards, including contacts, facts, and verifiable statements. This report would be due 90 days from the date of request (3/12/09).

Respectfully submitted,

Joanna Maas