



Special Meeting Minutes called by Craig DeHaan

Date: April 30, 2020

Time: 8:09 PM EDT, 7:09 PM CDT, 6:09 PM MDT, 5:09 PM PDT

Location: Zoom Tele-conference

In Attendance: Justin Grady, Craig DeHaan, Cynthia DuVal, Bill Moreton, John Cooper, Dan Wiley, Kim Kiser, Brent White, Vernon Lang, Jerry DuVal, Dan Taylor

Not In Attendance: Pat Wendling, Joe Bottini

An agenda was provided by Craig DeHaan.

Agenda as provided on 4/30/2020:

- 1) General Council- Funds
- 2) Holly Schafer Letter and Request

Call to Order: Justin Grady

A roll call was provided

Justin indicated that this special meeting was requested by Craig DeHaan

Craig began the meeting with the first agenda item, General Council. Craig stated that our Attorney was hired as General Counsel, more specifically to review Bylaws. Craig referred to his response emails on April 28th that there were other engagements other than the Bylaws and we were dealing with other issues at that time. He said that if our Attorney is engaged either with other Attorneys or other individuals that he needs to be able to act on whatever those dealings are. An Attorney from the MHJNA contacted our Attorney requesting a letter that he had sent to Breeders World. The letter that he was referring to was one that was sent by our attorney to Breeders World to make sure that those funds would go to the MHYF for the Junior Nationals. This letter was requested to be written and sent by Breeders World so that they could have it on file. This letter was sent when Shelley had said that "nothing had changed" in the phone call meeting that we had. Our council needs to know that they will be dealing with more than just Bylaws as we move forward due to several issues that have come up. The second issue that we need to address is that we are close to our budgeted amount for the Bylaws. He said that we are dealing with issues that need legal answers, like what can be shared and what cannot be shared. Craig said that funding for the general council must be expanded.

Dan Wiley stated that in hearing this that he would like to make a motion that "the Executive Committee is authorized to communicate with the attorney as the need arises and act in accordance with recommendations as advised by the attorney." Jerry DuVal seconded the motion. A discussion followed regarding total available funds in the MHBA account, Attorney activities, fiduciary duties, other cattle organizational structures (EIN#), Junior Nationals and Breeders World funds allocation, the creation of a separate Junior Nationals association and previous MHBA Board member opinions regarding that topic, MHYF organization and ties to the MHBA, and the response letter to Shelley's Junior National committee letter. Dan Wiley made an additional motion that "we grant Craig the authority to pay the attorney fees as he feels comfortable within the bounds of the corporation finances knowing that we currently have and expect forthcoming expenses; if at some point he becomes uncomfortable with the amounts, he may return to the Board for approval at a regular or special called meeting." Jerry DuVal seconded that motion. Jerry stated that he thought that Craig was financially capable of making a decision that if he was uncomfortable with spending the associations money he would come to the



board and let us know. Craig stated that we are put in a situation that we have to have legal advice with the issues that are going on at this point. Justin called a vote on the first motion put before the board by Dan Wiley and seconded by Jerry DuVal. A roll call vote was made with Justin, Craig, Cynthia, Bill, John, Dan Wiley, Kim, and Jerry voting yes, Brent, Vernon and Dan Taylor voting no and two absent (8 yes, 3 no, 2 absent). The motion carried. A roll call vote was made for the second motion made by Dan Wiley and seconded by Jerry DuVal. Yes votes were made by Justin, Craig, Cynthia, Bill, John, Dan Wiley, Kim, and Jerry, no votes from Brent, Vernon and Dan Taylor and two absent (8 yes, 3 no, 2 absent). Motion carried.

Craig moved to the second part of his agenda regarding Holley Schafer's letter. Craig spoke about the information requested in the letter. Craig said that we were moving forward, putting things together. He said that he has all the financials and that Cynthia and Justin have information to send as well. Everything will be in hard copy form due to the security of the financials. Craig said that he would have the information with him and according to the letter, they must meet in the state of formation which is Nebraska and that as soon as he has all the information he will set up a day and time for those records to be reviewed. He stated that he did not want to use the attorney as they would charge for that service. Craig said that they would meet in South Sioux City, NE since that is closest city to him in Nebraska. He said that he wanted to make sure that the board was aware of this. He also stated that he would be sending out an email to all three parties who requested to see this information. Craig said that they are also requesting all committee information as well. He said that he will need to request this information from the Junior Nationals committee, Royalty, and show committee to make the file complete. As soon as he receives all the requested information he will contact the parties and set up a date and time for them to inspect the information. This portion of the agenda was to inform and update the Board regarding the requested information.

Dan Wiley asked Vernon if there was anything that he was going to do to help this board out instead of putting up roadblocks and asking us to do unnecessary items all the time. Vernon stated absolutely not, "this board has never been interested in helping me out and they have never been interested in helping out the association" "its just a couple of people that care about themselves and nobody else or they would have been forthcoming with this information a year and a half ago". "No, there is nothing I'm going to do to help". "I've tried negotiating on good terms, yall didn't want to, so now we are going a different direction". Vernon said to make sure these were on the minutes since he knows they are recorded by everybody and that we make sure that the minutes are accurate this time. Craig stated that we agreed that they were accurate last time. Vernon stated that Brent, Dan Taylor and himself voted against them. Craig reminded Vernon that it is a board and if you get outvoted that is complete, majority rules on this.

Dan Wiley made a motion to adjourn the meeting. Jerry seconded it. Justin called for the vote. Cynthia did a roll call vote with Justin, Craig, Cynthia, Bill, John, Dan Wiley, Kim, and Jerry voting yes, Brent, Vernon, and Dan Taylor voting no, and two absent (8 yes, 3 no, 2 absent). Motion passes to adjourn the meeting.

Adjourn: 8:48PM EDT, 7:48PM CMT, 6:48PM MDT, 5:48PM PDT

Respectfully submitted,

Cynthia DuVal
MHBA Secretary