



Meeting Minutes

Date: April 23, 2020

Time: 8:02 PM EDT, 7:02 PM CDT, 6:02 PM MDT, 5:02 PM PDT

Location: Zoom Tele-conference

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

Call to Order: Justin Grady

A notice was provided that the MHBA Board meetings would be recorded. By stating "yes" you agree to be recorded by the Secretary. By stating "no" you do not agree to be recorded and may not participate in the meeting.

Justin called the meeting to order. Justin stated that the MHBA Royalty Chairperson Tammy Wicks resigned in March and that we had been looking for a replacement for an interim period of time. Justin said that Erin Eldridge got back with us and talked a little about her qualifications as she had been on both the state and National AHA Royalty courts as well as working on Royalty courts for other breeds that her daughters have served on. Justin said that this would be a temporary appointment thru the NWSS. Kim made a motion to accept Erin for the interim position. Bill seconded the motion. Erin Eldridge was unanimously approved as the interim MHBA Royalty Chairperson until after the NWSS in 2021.

Secretary's Minutes:

The Secretary's minutes from the February 20th MHBA Board meeting, the March 26th Special MHBA meeting called by Vernon Lang, and the March 31st Special MHBA meeting called by Dan Wiley were emailed to all Board members prior to the meeting for their review.

Craig moved to accept the February 20th Secretary's minutes. The motion was seconded by Kim. The motion passed by unanimous vote.

Dan Wiley moved to accept the March 26th Secretary's minutes. The motion was seconded by Jerry. Justin, Pat, Craig, Cynthia, Bill, John, Dan Wiley, Kim, Joe, Jerry voted "yes". Brent and Vernon voted "no", and Dan Taylor abstained. Motion passes 10 yes, 2 no, and 1 abstaining.

Jerry moved to accept the March 31st Secretary's minutes. The motion was seconded by Dan Wiley. Justin, Pat, Craig, Cynthia, Bill, John, Dan Wiley, Kim, Joe, Jerry, Dan Taylor voted "yes". Brent and Vernon voted "no". Motion passed 11 yes and 2 no.

Cynthia provided an election update report. She stated that the nomination process is complete and she is waiting on a couple of official decline letters from the nominees so that everything is official. She said that the ballots would be in the mail on Friday, May 1st. All ballots will be returned to the accounting office and must be returned (postmarked) no later than Friday, May 29th. The accounting firm will not count the ballots for seven to ten days after that postmark date to insure that all ballots are received prior to counting. After the Accounting firm counts the ballots, they will contact the MHBA Secretary with the official results of the election. Cynthia said that when those results are received that she will contact the winners, then the results will be made public to the membership.

Treasurer's Report:

Craig provided a profit and loss statement thru March 2020. Craig explained that the income from membership dues/magazine ads and miscellaneous reported is anything that is sent through the internet (website) and those funds are reported to him as a credit in the checking account. He said that sometimes it is easy to tell the membership funds from other deposits, except certain times of the year like the banquet tickets sold for the



NWSS. He noted that if you look at the banquet expenses that those were paid for through the banquet income and it did not lose money. He reported that the account is an interest bearing account so we do receive a small amount of income from that interest. Brent asked what percentage was taken out of the credit card payments and where did those funds go. Craig stated that it was 3% and that the credit card company receives those funds. Craig stated that this was a common practice in the credit card world.

Jerry moved to approve the Treasurer's report. The motion was seconded by Kim. The motion passed by unanimous vote.

Craig reviewed the attorney invoices that had been emailed to the board stating that the first two were reflected on his financial report and that there will be a third invoice reported next month as they do not have to be paid until after the twentieth. Craig explained the charges that were made on the invoices and stated that we are nearing the amount that was set aside and that we might need to readdress the amount allotted the attorney. A discussion followed Craig's report.

Old Business:

Jerry asked if there was a need to increase funds available for our legal counsel at this time. Craig replied there is an invoice that will need to be paid but if there are no more issues brought to them or unless there has to be some kind of contact we should be fine; if not, we would have to let the board know so that could be approved.

Brent brought up the subject of having D&O insurance so that all board members were protected. Craig replied that yes we could if Vernon could confirm that there is no litigation right now. Craig said that he has already talked to the insurance company and they have tentatively had it set up with all of our shows, he even asked if the insurance could include the MHYF Board and potentially Junior Nationals committee all under one umbrella to save us some money. Craig stated that if everyone agreed he would get it set up and that every board member on the MHBA would be covered and he would continue to get information regarding the others discussed. Jerry made a motion to proceed with getting the D&O insurance. Dan Wiley seconded the motion. Vernon stated that he would agree to not move forward with his attorney at this point. A discussion proceeded. Justin called for a vote to the motion. Justin, Pat, Craig, Cynthia, Bill, John, Dan Wiley, Kim, Brent, Joe, Jerry and Dan Taylor vote yes, Vernon votes no. Motion passes with 12 yes votes and 1 no vote.

New Business:

Craig said that we are working to get the information that has been requested by Vernon and Brent out there.

Justin stated that he wanted to set up a Bylaw committee of three to begin working on them right after this meeting. The committee will go through them, and then have the attorney look them over and make sure they are done correctly, and after the attorney had looked them over have the Board go over them. He said we would keep working to get the Bylaws done even if we need to have a meeting once a month until they are complete. Craig suggested that no one from the executive board be on the bylaws committee. He suggested that the committee is selected west to east and that Vernon send in a list of the suggestions that he would like to see made to the Bylaw committee. Justin nominated one of the longest members Jerry DuVal on the committee, moving east, one of the newer Board members Dan Wiley, and moving farthest east John Cooper. Justin reminded everyone that this committee is not the final word, that the entire board will make the final vote on the Bylaws. Vernon stated that he was not going to agree with the committee that he chose. Pat requested that Vernon send out his recommendations for the Bylaws to everyone tonight or tomorrow so that everyone can begin reviewing them, in fact he suggested that everyone might do that also. Dan Taylor nominated Vernon to be on the Bylaw committee. Justin asked each person that was nominated to be on the committee if they would accept their nomination. Craig officially made a motion to form a Bylaw committee consisting of Jerry DuVal, Dan Wiley, John Cooper and Vernon Lang and there would be no more emails or other



negative posts about the Bylaws. Kim seconded the motion. Justin called for a voice vote stating that everyone that votes yes agrees that there will be no more interruptions, nasty emails from anyone and that we will do these Bylaws and move forward with the business at hand to further take our Association to the next level. A voice vote was called with 13 yes votes. Motion passes.

Craig stated that he saw an email that was sent out about an hour prior to the meeting regarding Junior Nationals and a motion that Brent had made previously. Craig said that he would like to officially address that issue. He said that there was somewhat of a vote on the email motion in question that would not count as it was done that way (no email motions or votes). Craig said that at this time we need to vote on it since the MHJN was founded originally by the MHBA, but in light of the motion that was made he said that he wanted to make it clear to everyone. Craig made a motion regarding Junior Nationals that “the MHBA maintain MHJN and be governed by the MHBA and financed through the MHYF in regards to its show and events now and into the future”. Craig said that he wanted everyone to agree that the MHJN, Miniature Hereford Junior Nationals is a part of the MHBA. Dan Wiley seconded the motion. A voice vote was called with Justin, Pat, Craig, Cynthia, Bill, John, Dan Wiley, Kim, Joe, Jerry a “yes” vote, Brent and Vernon a “no” vote and Dan Taylor abstaining. Motion passes with 10 yes, 2 no, and 1 abstain. A short discussion continued. Justin stated for clarity that the MHJN is not an organization; it is a show with a committee like any other show. It is not its own board; it is not its own entity, it is a show. Like the NWSS, NAILE, Iowa state fair, yes there is a committee on it to take care of it and we do appreciate that committee very much, but it is still a show run by MHBA and is supervised by a committee which was headed by Shelley White. You cannot take our Junior Nationals to call it another entity. It is MHBA’s Junior Nationals. The money was raised under the assumption that it was MHBA’s Junior Nationals, those funds that were raised were put in the MHYF account under the Junior Nationals just like it always has been. We have never stopped that committee from using that money. Craig updated the board with the information that had come to light to date regarding the MHJN. He said that on the day that the MHBA board was requested to attend a Junior Nationals meeting that they had already signed up for a new association in Oklahoma. Also the committee posted on facebook they are forming a 501(c)(3). Craig stated that the most concerning thing was the question that he asked during the special meeting the board held for Junior Nationals. He had asked if the funds generated from the Breeders World auction would go into the account and they said that “nothing had changed.” He said that statement was not correct, he had found out the money has potentially been scheduled to be put in an already set up bank account for the Junior Nationals, and that funds are already potentially going into it now. Justin summed up the finding so far.

- 1) An assumed business name has been made in the state of Oklahoma under the name of Miniature Hereford Junior Nationals Association. (the application was filed by Holly Schafer using her home address as the business address)
- 2) A 501 (c)(3) being formed which would make this a corporation
- 3) Thru Breeders World a diverting of funds from the MHYF account, where it was originally agreed to be direct deposited into that account, to a different account with Shelley Whites name on it currently.

Justin said that we are not accusing anyone of anything at this time but that we needed to investigate these findings, we need to be fiduciary responsible and have a full internal investigation. Justin said that he felt that we needed to form a 3 or 4 person committee to do an internal investigation on this and find out what is going on. A discussion followed. Nominations were made for special Internal Investigation committee members, the nominees were Kim Kiser, Dan Taylor, and Craig DeHaan. Jerry made a motion to appoint those nominated to be the on the internal investigation committee. Cynthia seconded the motion. A discussion followed. Each of the nominees were asked if they would be on the committee, Dan said yes, Kim said yes, and Craig said yes. A voice vote was called regarding the implementation of a Special Internal Investigation committee consisting of Dan Taylor, Kim Kiser, and Craig DeHaan. The motion passes with a unanimous yes vote, 12 yes, 0 no, 1 no response. (Pat lost phone connection and was not on the call at this time).



Vernon inquired if there had been a response made to the letter that was sent from the Junior Nationals committee. Cynthia said that a response letter was ready to be sent out now as she had to do research in order to answer all questions. It was decided that a copy of the response letter would be sent to everyone listed on the original email from Shelley.

Jerry asked that since we now have two committees (Bylaw and Investigation) should we begin having monthly meetings in order to report back on progress instead of the usual bimonthly meeting. Justin said that this would be a good idea but that we would need to hold the time limits down. Jerry made a motion to hold monthly meetings. Craig seconded the motion. Justin said that the motion to hold monthly meetings would be until the Junior Nationals committee investigation is complete and the Bylaws are completed and ok'd. Dan Wiley inquired if we were going to put a timeline on the investigation committee, he felt that this needed to be a shorter timeline and find out as much as we can as quickly as we can. It was suggested that if needed, the committee could call a special meeting. A voice vote was called. The motion passes with a unanimous vote (13 yes, 0 no) to have monthly meetings.

A request was made from the board that the Investigation committee asked the Junior Nationals committee to remove the posts that they have on their Facebook page post about their new association until the internal investigation is settled. Kim agreed and said that we need to see where that post originated. Craig suggested that the committee address that issue.

It was suggested that due to the long length of the current meeting that the Show Committee report be made at the next meeting.

Craig made a motion to adjourn the meeting. Kim seconded the motion. Meeting adjourned.

Adjourn: 9:58PM EDT, 8:58PM CMT, 7:58PM MDT, 6:58PM PDT

Respectfully submitted,

Cynthia DuVal
MHBA Secretary