

# FALL 2019 BOARD OF DIRECTORS MEETING MINUTES

## *Fort Bend County Fairgrounds*

**4310 TX-36 Rosenberg, Texas 77471**

**1 p.m. Club Room**

1. Meeting Called to Order
2. Prayer
3. Roll Call
  - a. 53 Directors & Past Presidents
  - b. Loren Pratt – Presiding President
  - c. Quorum Established
4. Motion was made to have Ron Stinson serve as the Parliamentarian for the meeting.
  - a. Motion by Carolyn Falgout; 2<sup>nd</sup> by Josefina Muskus
  - b. Debate was ended by Standing Vote
  - c. Motion passed 27 YES; 23 NO
5. Motion was made to adopt the Agenda.
  - a. Motion by Larry Barthle; 2<sup>nd</sup> by Glenn Ruschhaupt
  - b. Motion failed by Standing Vote; Agenda was not adopted
6. Motion was made to adopt Tellers for the Meeting consisting of Ed Cullers, Dr. Richard Forgason and Patricia Collins.
  - a. Motion by Mike England; 2<sup>nd</sup> by Carolyn Falgout
  - b. Motion carried and Tellers were adopted
7. Parliamentarian recommended striking Agenda Item #5 – Removal of Current Officers.
8. Motion was made to approve the Minutes from the August Board Meeting and the Special Board Meeting in September.
  - a. Motion by Alfredo Muskus Jr.; 2<sup>nd</sup> by Carolyn Falgout
  - b. Paul Constance called for Division of the vote for each set of Minutes
  - c. August Minutes were unavailable
  - d. Rachel Cutrer read the Minutes from the September Special Meeting
9. Motion was made to strike the portion of the Minutes from the Special Meeting pertaining to the removal of the President and the Secretary/Treasurer.
  - a. Motion by Craig Fontenot; 2<sup>nd</sup> Mike England
  - b. Motion to accept the amended Minutes from the Special Meeting passed
10. Motion was made to rearrange the Agenda striking Item #5 – Removal of Current Officers and moving New Business to follow the Financial Report.
  - a. Motion by Alfredo Muskus Jr.; 2<sup>nd</sup> Josefina Muskus
  - b. Motion carried 29 YES; 22 NO
11. Amended Agenda adopted by Majority Voice Vote
12. Action Item out of the Finance Committee to accept the QuickBooks Budget Template presented as the 2020 Budget with the ability to amend the presented Budget Template at the Winter Board Meeting subject to Board approval and pursuant to the ABBA Constitution & Bylaws.
  - a. Motion by George Kempfer; 2<sup>nd</sup> Ricky Booth
  - b. Motion carried

13. Motion was made to allow Rachel Cutrer to assist the Secretary/Treasurer as needed subject to her willingness, availability and discretion to assist with the transition process.
  - a. Motion by O.W. Schneider; 2<sup>nd</sup> by Wes Schneider
  - b. Motion carried with no dissent
14. Action Item out of the Finance Committee to remove any and all former ABBA employees from the ABBA Group Health Insurance Policy by written request from ABBA President Loren Pratt. Request will be submitted to the Agent of Record and to the Insurance Provider.
  - a. Motion by Ricky Booth; 2<sup>nd</sup> by Alfredo Muskus Jr.
  - b. Motion carried
15. Action Item out of the Finance Committee to completely pay off the current American Express Credit Card.
  - a. Motion by Coleman Locke; 2<sup>nd</sup> by Carl Lambert
  - b. Motion carries
16. Action Item out of the Finance Committee to obtain corporate credit cards for the ABBA tied to the business/corporate credentials of the ABBA and immediately cease utilizing any current credit cards.
  - a. Motion by Carl Lambert; 2<sup>nd</sup> by Wes Schneider
17. Bob Parish recommended having the current building lease examined by ABBA legal counsel.
18. Motion was made to solicit 5 bids from competent Accounting firms to obtain pricing information for the performance of an audit for fiscal year 2018 and report back at the Winter Board Meeting.
  - a. Motion by Alfredo Muskus Jr.; 2<sup>nd</sup> by Carolyn Falgout
  - b. Motion carried
19. Motion out of the Finance Committee was made to secure a Temp. Agency to perform the duties of bookkeeping and bill payment capabilities.
  - a. Alfredo Jr. moved to postpone the motion indefinitely
  - b. Motion to postpone carried with 1 dissenting vote
20. Motion to amend the Agenda to allow for the EVP Presentation was made.
  - a. Motion by Rachel Cutrer; 2<sup>nd</sup> by Brandon Cutrer
  - b. Motion was withdrawn
21. Motion was made to offer Armelinda a 1 year contract as indicated in the distributed contract (reference Exhibit A – Armelinda Contract) presented by Rachel Cutrer.
  - a. Motion by Carolyn Falgout; 2<sup>nd</sup> by Josefina Muskus
  - b. Discussion ensued concerning the changing of the Job title from Recording Secretary/Office Manager to Vice President of Operations and International Affairs
  - c. Motion amended to change the job title on the proposed contract back to Recording Secretary/Office Manager and to vote on the amendment – Moved by Alfredo Muskus Jr.; 2<sup>nd</sup> by Josefina Muskus
  - d. Amended job title carries with 31 YES; 22 NO
22. Motion was then made to vote on the proposed contract as previously amended (Exhibit A – Armelinda Contract).
  - a. Bob Parish recommended to conduct the vote by Secret Ballot
  - b. Patricia Collins read the vote totals as follows:
    - i. 53 Total Votes; 19 YES; 33 NO; 1 Illegal Ballot
  - c. Motion Failed
23. Motion was made to amend the Agenda to allow for the EVP Presentation.
  - a. Motion by Rachel Cutrer; 2<sup>nd</sup> by Alfredo Muskus Jr.
  - b. Motion carried
24. Executive Vice President Candidate Presentation to the Board of Directors – Dr. Joe Mask

25. Action Item out of the Search Committee was made to hire Dr. Joe Mask for the position of ABBA Executive Vice President.
  - a. Motion from the Search Committee; 2<sup>nd</sup> Mike Partin
  - b. Motion carried 43 YES and 0 NO
26. Motion was made to commend the conduct, actions, and assistance given by the two attorneys present that were representing the entire ABBA. No actions by the attorneys were deemed to be improper, show partiality or in any way violate the Temporary Injunction.
  - a. Motion by Sara Anne Lindley; 2<sup>nd</sup> by Mike Partin
  - b. Motion carried
27. Communication Committee – Brooke Prather
  - a. Grant Company selected for the website redesign/rebuild
28. Performance Committee – John Coleman Locke
  - a. Action Item out of the Performance Committee to ask ABBA legal counsel to produce a DNA release form outlining the parameters for DNA sharing as it pertains to participating in ABBA performance programs.
  - b. Motion by John Coleman Locke; 2<sup>nd</sup> by Wes Schneider
  - c. Motion carried
29. Action Item out of the Performance Committee to reinstate the LGS Registry System.
  - a. Motion by John Coleman Locke; 2<sup>nd</sup> by Wes Schneider
  - b. Joe Ward moved to postpone this decision until after the Digital Beef Presentation and revisit the decision at the Winter Board Meeting; 2<sup>nd</sup> by Rachel Cutrer
  - c. Motion carried
30. Youth Committee – Jay Darnell
  - a. Action Item out of the Youth Committee to immediately fill the position of Director of Youth Program and Communications ; 2<sup>nd</sup> by Mike England
  - b. Motion carries
  - c. Action Item out of the Youth Committee to send AJBA Officers & Directors to Y.B.I.C. plus two chaperones; 2<sup>nd</sup> by Paul Canik
  - d. Motion carries
31. International Committee – Dr. Scott Satterfield
  - a. No Action Items
32. Membership Committee – Larry Ford
  - a. No Action Items
33. Show Committee – Randall Tipp
  - a. Motion was made for a rule change concerning Rule#6D Page 7 Ratify Rule replace with rule -- Any ABBA Approved Judge found to jeopardize his/her position by selling embryos, cattle, and semen will be removed from the judges list indefinitely. At which time judge in question "Grievance Committee will be appointed by Chairperson to investigate these allegations."
  - b. 2<sup>nd</sup> by Mike England
  - c. Motion was postponed to change the current rule and to revisit the rule change at the next Board Meeting
  - d. Action Item out of the Show Committee was made to strike the rule from Page #8 – Item#9 concerning the selection of judges; 2<sup>nd</sup> by Mike England
  - e. Motion carried

34. Action Item out of the Show Committee was made proposing a rule change as follows -- Animals that show ABBA Approved shows in the United States:
  - a. must be bred and born in United States
  - b. American Breeder on ABBA registration papers
  - c. holding brand must be American Breeder on animals
  - d. Motion made by Pasquale second by Reggie carried by majority vote
    - i. 2<sup>nd</sup> by Ed Cullers
35. Motion was made to amend the original rule change by striking items #2, #3, and #4
  - a. Motion by Alfredo Muskus Jr.; 2<sup>nd</sup> by John Coleman Locke
  - b. Amended motion was withdrawn and the original motion was reinstated as outlined above
  - c. Motion carried
36. Marketing Committee Report – Terry Novak
  - a. No Action Items
37. Executive Committee Report – President Loren Pratt
  - a. Oct 2, 2019 Conference call
    - i. List of new members was approved.
    - ii. President Fontenot appointed a Committee consisting of Luisa Muskus, Kelvin Moreno, O.W. Schneider, Clint Galliano and Dr. Richard Forgason. They were to review the Constitution and Bylaws and make recommendations for change, and develop a social media policy.
    - iii. Motion was passed to explore ways to eliminate the buying of votes.
  - b. Oct 9, 2019 conference call
    - i. Moved to turn over O.W. Schneider’s demand letter to the insurance company.
    - ii. Shelby Schiefelbein stated she had received an offer by another company and was considering the offer
  - c. Oct 16, 2019 Conference call
    - i. A vote was held to allow Armelinda Ibarra back to work on Monday. Motion passed due to President Fontenot Casting the tie breaking vote.
    - ii. Ricky Butler resigned as Communication Chairman.
    - iii. Larry Barthle resigned as Chairman of the Show Committee.
  - d. Oct 17, 2019 Emergency Conference Call
    - i. Emergency meeting was called on the advice of our attorney to revote on the rehiring of Armelinda Ibarra. Motion passed 5-3 to allow her to come back.
    - ii. Motion passed 6-2 that we do not change our offer extended to Armelinda last night.
  - e. Nov 4, 2019 Conference call
    - i. All new members were approved.
    - ii. The EC moved to fund the \$3500.00 budget asked for by the International Committee to help fund the dinner at the National Show. Motion passed unanimously.
  - f. Nov 12, 2019 Conference call
    - i. The EC moved to postpone the ballot process until the Rosenberg meeting. Passed.
  - g. Nov 18, 2019 In person meeting held at Rosenberg, TX.
    - i. Report from the EVP search committee. They have nominated Dr. Joe Mask for approval from the Board.
    - ii. The EC moved and passed to have Loren Pratt and Joe Ward represent the ABBA at the Ben Cunningham mediation and that they have full power of the Board to act on behalf of the ABBA.

- iii. The EC reviewed the current status of the election process. The best we can do now is to double check the apportionment, then resend the nomination ballots by the 5th of December. They should be postmarked back by the 20th of Dec and received by the 30th of Dec. The election ballots will then go out by Jan 10, postmarked back by Jan 20th and received by Jan 30th. This will allow ample time to tabulate the results and notify the winners prior to the Houston show.
- iv. The EC then agreed to start the process to change the Constitution to be able to move the ABBA office out of Houston.

38. Loren Pratt asked that the Executive Committee Report be ratified by the Board of Directors.

- a. 2<sup>nd</sup> by Mike England
- b. Motion carried unanimous

39. Motion was made from the floor to allow the CPA firm to send out a list of the Director Election winners to the entire Board via email.

- a. Motion by Alfredo Jr.; 2<sup>nd</sup> by Jerry Wood
- b. Motion carried unanimous

40. Motion was made to change the location restrictions on the ABBA Office in the Constitution from:

*The principal office of the Association shall be located in Houston, Harris County, Texas.*

To:

*The principal office of the Association shall be located in Texas.*

- a. Motion by Jerry Wood; 2<sup>nd</sup> by Ricky Hammonds
- b. Motion carried unanimous

41. Meeting was Adjourned.