

ABBA Board of Director Meeting

November 2, 2021

Fort Bend County Fairgrounds

Rosenberg, TX

OFFICERS PRESENT: Craig Fontenot, President
Larry Barthle, Vice- President
Pasquale Swaner, Secretary/ Treasurer

STAFF: Joe W. Mask, PhD, Executive Vice President
Morgan Thomas, Director of Communications/ Youth
HC Neel, IV, Director of Association Services
Iridiana Ibarra-Leal, Registrations/ Transfers
Frank Carol, ABBA Counsel

DIRECTORS PRESENT:

William E. Fenn	Patricia Collins
Carl Lambert	Scott Satterfield
Terry Novak	Kelvin Moreno
Milton Charanza, Jr.	Steven “Steamer” Swaner
Barry Smith	Pasquale Swaner
Randall Tipp	Samual Duplantis
Charolette Smith	David Miller
Mark Forgason	Carson Watkins
Sam R. Sparks	Larry Barthle
Wes Schneider	Danny Hughes
Daniel Acevedo	Ricky Hammonds
O.W. Schneider	Danny Villamil
Joe Ward	Rodolpho Pacheco
Glenn Ruschhaupt	

PAST PRESIDENTS PRESENT:

Richard Forgason
J.D. Sartwelle, Jr.

President Craig Fontenot called the meeting to order at 1:00 p.m. CST. A prayer was then given by Mr. J.D. Sartwelle, Jr.

Dr. Joe W Mask, Executive Vice President, called roll of Board Members present. A quorum was established with 27 Board Members Present. Minutes of the two previous meetings were presented- there was one correction to the minutes of the October 5th meeting to add Wes Schneider to the list of directors present. A motion was made by Barry Smith to approve the minutes as presented with the change, seconded by Carl Lambert. Minutes Approved.

Pasquale Swaner gave the report of the Secretary/ Treasurer and brought forth action items out of the Finance Committee meeting. A motion was made by Barry Smith, seconded by Carl Lambert to approve the purchase of a new ABBA Vehicle. Motion passed. No action was taken in regards to the \$25,000 allotment to the AJBA All American National Junior Brahman Show. A motion was made by Barry Smith, seconded by Danny Acevedo, to allot \$100,000 toward World Brahman Congress at the end of each year if ABBA financially able. Motion passed. Dr. Joe W. Mask then gave a report in regard to ABBA Finances including an overview of the Profit & Loss Sheet, Balance Sheet, and the 2021 Budget vs Actuals.

Brooke England then gave the report of the communications committee. No action items came out of this meeting, but she did give an overview of items in the works.

Randall Tipp then gave the report of the show committee and brought forth action items that came out of committee. A motion was made that the previously approved “Breeder’s Genetic Group” Class will be implemented at this year’s international show, if Houston allows, and every ABBA show beginning next show season. Motion passed. A motion was made that if an animal’s birthdate is changed after the animal has exhibited at an ABBA Approved Show, then the animal will be ineligible to show at any future ABBA Shows. Motion passed. A motion was made to amend the current color rule to increase from 3 to 4 minimum ancestors required in the 3-generation pedigree- effective beginning at the 2022 AJBA All American National Junior Brahman Show. Motion passed. A motion was made to dedicate the 2022 International Brahman Show to Bob Hudgins. Motion passed. Randall Tipp then moved for the report’s adoption, seconded by Patricia Collins. Show Committee Report was adopted.

Milton Charanza then gave the report of the research and breed improvement committee. No action items came out of this meeting, but they will be setting up a joint subcommittee with some members of the show committee to analyze how we can better moderate our mature cow size.

Rodney Finch then gave the report of the youth activities committee. A motion was made to amend the AJBA All American Show Rules by requiring exhibitors be a member in good standing with either a 4-H or FFA Chapter. After much discussion, motion failed. A motion was made that all AJBA Director Applications and Election Processes will be held at the All American and ran through the ABBA Office. Motion passed. A motion was made for the 2022 AJBA All American Ownership Deadline be May 1, 2022 and April 15th beginning in 2023.

Motion passed. A motion was made to increase entry fees for the AJBA All American to \$40 per entry. Motion passed. Rodney Finch then formally requested the allocated \$25,000 for the AJBA All American National Junior Brahman Show.

OW Schneider then gave the report of the marketing committee. No action items came out of this meeting, but he did discuss a plan to update and revamp ABBA marketing tools.

Pasquale Swaner then gave the report of the international committee. A motion was made to name Rene Finol from Venezuela as the 2022 ABBA International Friend of the Year. Motion passed. 2024 World Brahman Congress was discussed as it will be hosted in the United States. The following locations were presented and more research is being conducted on them: San Antonio, Houston, Bryan, and Fort Worth.

Dr. Scott Satterfield then gave the report of the membership committee. No action items came out of this meeting, but multiple membership events were discussed.

On behalf of the constitution committee, Dr. Joe Mask presented the following amendments:

Article II

Members

Section 1. Membership Classifications/Privileges

*(d) DESIGNATED REPRESENTATIVE: A partnership, corporation, limited liability company, trust, estate, or other legal entities upon becoming an Active **Voting** Member, shall promptly notify the Association in writing, the name of the person authorized to represent their respective organization, and such designated person shall have all of the rights, privileges and consideration of an individual member. An individual Active **Voting** Member may also appoint a Designated Representative by following the same procedure.*

*APPROVAL: A Designated Representative must be approved by the Board of Directors if the designated representative is not an Active **Voting** Member of the Association. **A Designated Representative cannot run in more than one ABBA area as a Board of Director.***

Motion was made by Barry Smith to approve the amendment as presented, seconded by Carl Lambert. Amendment approved.

*Section 2. METHOD OF MEMBERSHIP APPROVAL FOR ACTIVE **VOTING** MEMBERS*

*Applications for membership shall be completed in writing and signed using forms for such purpose that are furnished by the Association or downloaded from the Association website. Applicants for Active **Voting** membership shall be admitted as an Active **Voting** Member by a majority vote of the directors present at any regular meeting of the Board of Directors or by the Executive Committee, which ever meets first, if the applicant is considered to be of reputable character and interested in the well being of the Association. If an application for active membership should be rejected by the Executive Committee or the Board of Directors, the applicant may re-submit application at the next Board of Directors meeting or Annual Membership Meeting of the Association, when such application shall be approved or rejected by a majority of the members present. Full membership privileges will not be granted until the*

member has been approved by the Executive Committee or the Board of Directors or at Annual Membership Meeting.

Motion was made by Carl Lambert to approve the amendment as presented, seconded by Barry Smith. Amendment approved.

Section 4. CESSATION OF PRIVILEGES OF ACTIVE VOTING MEMBER

(a) RESIGNATION: All interest and privileges as a member of this Association and its property shall cease with resignation.

(b) TRANSFER: An Active Voting Membership may be transferred to an Active Voting Member only if the new owner/transferee of the cattle will continue to utilize the membership and ranch name and said name will continue to be used to register and transfer cattle. The Board of Directors shall adopt Rules of Transfer within Rules of the Association governing transfer of Active Voting Memberships.

(d) TRUSTS OR ESTATES: The membership of a trust or estate shall cease upon the termination of the trust or closing of the estate and/or by the request of trustees or administrators. The transfer of the membership of a trust or estate that is an Active Voting Member may be made only as provided for in the Rules of Transfer in the Rules of the Association

Motion was made by OW Schneider to approve the amendment as presented, seconded by Carl Lambert. Amendment approved.

Article III

Officers, Duties, and their Authority

Section 2. PRESIDENT

The President shall be the Chief Executive Officer of the Association, Chairman of the Board of Directors, and Chairman of the Executive Committee, and shall preside at all meetings of the membership, ~~and~~ meetings of the Board of Directors, and the Executive Committee and shall generally oversee the affairs of the Association, report to the Annual Meeting of the membership and make such recommendations to the Association as he may deem advisable and shall perform such other duties as prescribed by the parliamentary authority adopted by the Association. The President may ~~shall~~ establish Association special committees from time to time as he may deem advisable, or at the direction of the Board of Directors and appoint members to both standing and special committees, except as otherwise provided for in the Constitution and Bylaws and Rules of the Association. The President shall be a non-voting advisor of all committees.

Motion was made by Barry Smith to approve the amendment as presented, seconded by Milton Charanza. Amendment approved.

*Article IV
Meetings of Members*

Section 1. ANNUAL MEETING

An Annual Membership Meeting of the Association shall be held at a time and place designated by the Board of Directors, with written notice and public posts to be given to the membership no less than thirty days or more than forty-five days in advance of the meeting.

The annual meeting will be held at a time and place designated by the executive committee called by the President. Notice by written, or electronic, as designated by the member and public posts to be given to the membership no less than thirty days or more than forty-five days in advance of the meeting.

Motion was made by Carl Lambert to approve the amendment as presented, seconded by Charolette Smith. Amendment approved.

Section 2. SPECIAL MEETINGS

*The President, Executive Committee or a majority of the Board of Directors may call a special meeting of the Association by giving written, or **electronic, as designated by the member and public posts** notice to the membership of the time and place of such meeting and of the business to be transacted at such meeting, at least thirty days in advance; provided, however, that no business shall come before such special meeting except that business specified in the call.*

Motion was made by Barry Smith to approve the amendment as presented, seconded by Carl Lambert. Amendment approved.

Section 3. VOTING

*(a) RECORD DATE: The Annual Membership Meeting or Special Meeting of the membership shall be **December 31st** of the previous year.*

Motion was made by OW Schneider to approve the amendment as presented, seconded by Charolette Smith. Amendment approved.

*(b) WHO MAY VOTE: Active **Voting** members or their designated representatives may vote. No member shall cast more than one vote. Only those memberships on **file with the Association and paid by December 31 of the previous year** by the Record Date and approved by the Board of Directors or the Executive Committee prior to the Annual Membership Meeting or Special Meeting of the membership, and only those Designated Representatives who have been appointed by the Record Date and otherwise qualify shall be entitled to vote at the Annual Membership Meeting or a Special Meeting of the membership.*

Motion was made by Carl Lambert to approve the amendment as presented, seconded by Charolette Smith. Amendment approved.

*VOTING BY PROXY: Any Active **Voting** Member may vote by properly executing a proxy. A proxy to vote on behalf of an absent Active **Voting** Member at the **Specific** Annual Membership Meeting or **Specific** Special Meeting of the membership shall be executed in writing before a Notary Public and submitted to the Association not less than fourteen (14) days before the time of its use and shall specify the Active **Voting** Member or Designated Representative who will be executing the proxy vote. No one **Acting Voting** membership can vote more than two proxies.*

Motion was made by Charolette Smith to approve the amendment as presented, seconded by Wes Schneider. Amendment approved.

Section 4. QUORUM

*A quorum **at the Annual Membership or Special Membership Meeting** shall consist of thirty (30) or more Active **Voting** members in person.*

Motion was made by Barry Smith to approve the amendment as presented, seconded by Milton Charanza. Amendment approved.

Section 5. ORDER OF BUSINESS

*The order of business at the Annual Membership Meeting shall be: (a) Reading of minutes of the previous meeting and acting there on; (b) Annual address of the President; (c) Report of the Executive Vice President; (d) Report of the Secretary-Treasurer; (e) Reports of Standing and Special Committees (**all reports maybe given by EVP**); (f) Presentation of special awards and recognitions (g) Report of proxies; (h) Election of Area 14 Directors to the Board of Directors; (i) Unfinished Business; (j) New Business (Any Active **Voting** Member desiring to present a matter of new business before the membership shall submit a request In writing to the Executive Vice President no less than seven days prior to the meeting. Such request shall include a description of the new business and the action the member desires to be taken.) (k) Adjournment.*

Motion was made by Barry Smith to approve the amendment as presented, seconded by Ow Schneider. Amendment approved.

Article V

Board of Directors

*(f) APPORTION FACTORS: The total number of Directors for each area, except Area 14 (International), shall be determined by each area's prorated share of the total number of Active Members and registrations except those of Area 14 (International); the number of Active Members shall have 10 times the weighted importance of registrations. The following is the formula used to calculate Director Apportionment: An Apportionment Factor is calculated. The sum of the average of ALL Association Registrations for two previous years plus the average number of ALL Active Members for two previous years X 10 divided by 40 (Total number of Directors less area 14) The above yields an apportionment factor. The same procedure is followed for each area with the Average Number of Registrations **of said area** and Memberships **of said area** X 10 being added and then divided by the apportionment factor to yield the number of Directors each area is entitled to.*

Motion was made by Carl Lambert to approve the amendment as presented, seconded by Joe Ward. Amendment approved.

(i) **DIRECTOR NOMINATIONS:** *Between October 1st and October 15th of each year, the Association shall mail to each Active **Voting** Member residing in Area 1 through Area 15, excluding Area 14, an Official Nomination Form to nominate members as Director(s) from that area, provided a Director or Directors are to be elected from that area for the ensuing year or years. Members shall be instructed to select one name for each Director position to be filled and return the Official Nomination Form to the **Independent Audit Firm** office no later than November 15th of that year. These Official Nomination Forms shall be tabulated **by the Independent Audit Firm**. The two members receiving the most nominations on the Official Nomination Form for each Director position to be filled, and who are qualified to serve and have agreed to have their names placed on the Official Voting Ballot shall be the candidates for each Director position to be filled. An Official Voting Ballot consisting of the names of the two candidates for each Director position to be filled shall be mailed at this time to each Active Member in each area. In cases of ties, the Official Voting Ballot may consist of more than two persons for each Director position to be filled. This Official Voting Ballot shall be mailed to the membership in each area with instructions to vote for one person for each Director position to be filled. This Official Voting Ballot must be received in the Association **Independent Audit Firm** office by the date specified on the Official Voting Ballot which in no event shall be less than ten days prior to the Annual Membership Meeting and shall be tabulated in the same manner as the Official Nomination Form. **The tabulations will be sent by the audit firm to the EVP who will advise the EC on the outcome, the EC may review the nomination and director election ballots after tabulation is complete.** The person or persons receiving the most votes by Active **Voting** Members residing in the area of the candidate's residence shall be elected and his term shall commence at the Annual Membership Meeting.*

Motion was made by Milton Charanza to approve the amendment as presented, seconded by David Miller. Amendment approved.

(j) **NOMINATION OF INTERNATIONAL DIRECTOR(S):** *The President shall appoint a committee of five Active Members of the Association who shall select one person from Area 14 (International) for each Director position to be filled from that area and shall place the same in nomination at the Annual Membership Meeting.*

The Executive Vice President will request applications from international directors interested in serving on the BOD. He will then submit these at the meeting and they shall be voted on by the membership at the annual membership meeting.

Motion was made by Carl Lambert to approve the amendment as presented, seconded by Barry Smith. Amendment approved.

Section 3. Meetings of the Board of Directors

(c) **SPECIAL MEETINGS:** *Special meetings of the Board of Directors to meet in person may be called on the order of the President, Executive Committee, or by a majority of the Board of Directors, by giving written **or electronic notice** of such meeting and of the business to be transacted at such meeting, at least thirty days in advance, provided, however, that no business shall come before such special meeting except that specified in the call*

Motion was made by Charolette Smith to approve the amendment as presented, seconded by Randall Tipp. Amendment approved.

Section 4. QUALIFICATIONS

(a) *WHO MAY SERVE: Any person over the age of 18 years of age who is an Active Voting Member or any person who is a Designated Representative over the age of 18 years of age of an Active Voting Member of the Association and who is entitled to vote on behalf of the Active Member at meetings of the membership shall be eligible to be a Director of the Association. For a person to be elected and serve their term as a Director they or the membership they represent must submit performance information (BHIR) and they or the Active Membership they represent must register with the Association a minimum of 10 animals each year beginning with the calendar year prior to their nomination and the calendar year prior to the beginning of the second year of their term of office. No person may run for director in more than one area.*

Motion was made by Barry Smith to approve the amendment as presented, seconded by Carl Lambert. Amendment approved.

(c) *RETIREMENT FROM BOARD OF DIRECTORS: Any member who has 20 years of continuous service on the Board of Directors, if he so desires, may retire as a Director and still continue to serve as a non-voting member of the Board of Directors as long as he/she meets the requirements of a non-voting member.*

Motion was made by OW Schneider to approve the amendment as presented, seconded by Barry Smith. Amendment approved.

(d) *DIRECTOR EMERITUS: The Board of Directors may designate one Director Emeritus annually. An individual to be eligible for such status, must be a Director with long, continuous and distinguished service to the Breed. Director Emeritus will have no voting privileges on the ABBA Board of Directors.*

Motion was made by Carl Lambert to approve the amendment as presented, seconded by Charolette Smith. Amendment approved.

Section 5. VACANCIES

Vacancies in the Officers and Board of Directors positions of the Association shall be filled by the Executive Committee. In the result of a vacancy, the Board of Directors will go back to the election results of said vacancy and ask the next high vote getter to fill the vacancy first. If next high vote getter turns down the position the search will continue to the next high vote getter until position is filled. Any person selected to fill a vacancy shall serve for the unexpired term of his or her predecessor and until a successor takes office.

Motion was made by Barry Smith to approve the amendment as presented, seconded by Wes Schneider. Amendment approved.

Section 6. RESOLUTIONS OF THE BOARD OF DIRECTORS

*Resolutions may be adopted by a majority of the members of the Board of Directors meeting in person or **via electronic voting** or by individually or collectively signing a copy(ies) of such resolution. No resolution can be adopted which conflicts with the Constitution and Bylaws or Rules*

Motion was made by David Miller to approve the amendment as presented, seconded by Carl Lambert. Amendment approved.

Section 10. AUDIT

*It shall be the duty of the Board of Directors to appoint a competent public **external** accounting firm to annually examine the accounts of the Association **and tabulate director nomination and election votes. External accounting firm that is directed to tabulate votes, cannot be the same accounting firm used to conduct association business.***

Motion was made by Carl Lambert to approve the amendment as presented, seconded by OW Schneider. Amendment approved.

Article VII Administrative Staff

Section 2. OTHER ADMINISTRATIVE STAFF POSITIONS

*The Executive Vice President, by and with the consent of the **Executive Committee, and with budgeted funds** shall establish or eliminate such administrative staff positions as are required for the efficient operation of affairs of the Association. From time to time these other staff positions and description of responsibilities will be outlined in the Rules of the Association.*

Motion was made by Barry Smith to approve the amendment as presented, seconded by Carl Lambert. Amendment approved.

Article IX Brahman Herd Register

Section 3. PROFORMA REGISTRATION

*In case of the disappearance or persistent neglect or unreasonable refusal of the owner of the sire or of the breeder of an animal to sign an application for registration and upon satisfactory evidence being submitted to the Executive Committee by the entity applying for registration, the Executive Committee may, at its discretion, instruct the Recording Secretary to register said animal without the signature of the owner of the sire or of the breeder, or of both; the Executive Committee may require verification of parentage of such offspring **with any technology acceptable for parent verification**, at the expense of the current owner.*

Motion was made by Milton Charanza to approve the amendment as presented, seconded by David Miller. Amendment approved.

Article X
Amending the Constitution/Bylaws

*Any proposed amendment to the Constitution/By Laws that is approved by a majority of the Board of Directors shall be mailed **or emailed** by the Association to all Active **Voting** Members within 30 days after the date on which it was approved by the Board of Directors along with a ballot form and a draft of the proposed amendment. Ballots shall be executed, returned to and **tabulated by a duly appointed independent third-party accounting firm**. Only those votes returned to the independent third-party **accounting firm** no more than ~~sixty~~ **thirty** days from the date on which the ballots were sent shall be counted, and if the amendment receives the affirmative vote of a two thirds majority of the votes cast, it shall become effective immediately.*

Motion was made by Barry Smith to approve the amendment as presented, seconded by Carl Lambert. Amendment approved.

President Craig Fontenot gave the report of the Association President where he gave an overview of some of the great work the association is doing and thanked all those who take part in it. Dr. Joe W Mask then gave the report of the Executive Vice President and shared his thoughts and focuses for the coming days and where the association needs to be heading.

In new business, the 2022 Proposed Budget was presented. A motion was made to approve the proposed budget. 2022 Budget was approved.

A motion was made by Randall Tipp, seconded by David Miller to adjourn the meeting. Meeting was adjourned at 3:22 pm CST.