

American Boer Goat Association
Board of Directors
Scheduled Meeting via Zoom Call
July 6, 2023
Meeting Began at 7:02pm CST

- I. June 27, 2023 BOD Special Meeting Minutes Approval
 - A. Minutes from the Board of Directors Special Zoom Meeting on June 27, 2023 were emailed to all directors and the Office Manager of the ABGA for review and approval

BJ Carbino moves to approve the BOD Special Zoom Meeting Minutes dated June 27, 2023 via electronic communication on June 28, 2023. Kim Morgan sec. Roll Call Vote.

For: Katherine Klug, BJ Carbino, Kim Morgan, Sam Knott, Leah Maertens, Amy Scharmer, Gage Taylor, Kevin Richmond, Mike Reis, Lane Reigle

Against:

Abstain:

Absent Votes: Rosalinda Vizina, Chuck Fitzwater, Jacob Tipton

Motion Passes

- II. The meeting was called to order by President Ken Baty R-2

- A. Roll Call

Directors Present:	Rosalinda Vizina R-1	Leah Maertens R-3
	Kevin Richmond R-4	Mike Reis R-5
	Gage Taylor R-7	Katherine Klug R-7
	Sam Knott R-8	Kim Morgan R-9
	BJ Carbino R-10	Chuck Fitzwater R-12
	Jacob Tipton R-13	Lane Reigle R-14

Staff Present: Office Manager Brenda McCary

Special Guest: Don McKee (*Reed, McKee & Co., P.C.*)

- B. Bylaws Change Ballot Results

- 1. Don McKee of *Reed, McKee & Co., P.C.* joined the call to announce the results of the recent Membership Vote regarding proposed changes to the ABGA Bylaws
 - 2. The same procedures were used in tallying votes as were used with previous votes
 - 3. 1025 eligible ballots were received by the firm
 - a. 23 ballots were received after the cutoff date of July 1, 2023 and were not counted
 - b. 4 ballots were received at the ABGA office and were not counted
 - c. 73 ballots were received without a signature and were not counted
 - 4. Amendment 1: Change all references in the ABGA Bylaws from “He” to “They/Them”
 - a. 462 votes for
 - b. 556 votes against
 - c. 7 ballots without a vote for or against

- d. **Amendment Failed**
- 5. Amendment 2: Ballots may be distributed and accepted electronically at the discretion of the Board of Directors
 - a. 754 votes for
 - b. 265 votes against
 - c. 6 ballots without a vote for or against
 - d. **Amendment Passes**
- 6. Amendment 3: Raising the max junior age from 18 up to 21 years of age
 - a. 876 votes for
 - b. 141 votes against
 - c. 8 ballots without a vote for or against
 - d. **Amendment Passes**
- 7. Amendment 4: If a director is removed from the Board, by the Board, they can not run for the Board again
 - a. 817 votes for
 - b. 201 votes against
 - c. 7 ballots without a vote for or against
 - d. **Amendment Passes**
- 8. Amendment 5: Removal of bold letter section regarding Tenure of Directors as the ABGA is not in line with the proposed schedule in said section after regional restructuring
 - a. 953 votes for
 - b. 59 votes against
 - c. 13 ballots without a vote for or against
 - d. **Motion Passes**
- 9. Amendment 6: Term limits for directors (2 terms, or 6 years, followed by a minimum of 1 year off the board)
 - a. 915 votes for
 - b. 103 votes against
 - c. 7 ballots without a vote for or against
 - d. **Motion Passes**
- 10. Amendment 7: Revision to Bylaws to allow the Association to use a third-party organization to tally votes
 - a. 947 votes for
 - b. 70 votes against
 - c. 8 ballots without a vote for or against
 - d. **Motion Passes**

The ABGA Board of Directors would like to thank Don McKee of *Reed, McKee & Co., P.C.* for joining the call and providing the Bylaws Change Ballot tallies to the Board.

BJ Carbino moves to accept the ballot tally findings of Reed, McKee & Co., P.C. for the ABGA Bylaws Change vote. Jacob Tipton sec. Voice Vote.

**Unanimous
Motion Passes**

C. Board of Directors Code of Ethics

1. Katherine Klug drafted a set of Code of Ethics specific to the ABGA Board of Directors that was sent via electronic communication for the entire BOD to review

Sam Knott moves to accept the proposed Code of Ethics for the ABGA Board of Directors. Chuck Fitzwater sec. Voice Vote.

For: 12 votes

Against:

Abstain: 1 vote

Motion Passes

Chuck Fitzwater moves to adjourn at 7:13pm CST. BJ Carbino sec. Voice Vote.

Unanimous

Motion Passes

Respectfully Submitted,
Lane Reigle
ABGA Secretary

ABGA Board of Directors Code of Ethics

We, as Board Directors of the American Boer Goat Association, dedicate ourselves to carrying out the mission of this association. We will do the following:

1. Recognize that the chief function of American Boer Goat Association, at all times, is to serve the best interests of our association and its greater constituency.
2. Accept as a personal duty the responsibility to keep up-to-date on emerging issues and to conduct ourselves with professional competence, fairness, impartiality, efficiency and effectiveness.
3. Respect the structure and responsibilities of the board, provide them with facts and advice as a basis for their making policy decisions, and uphold and implement policies adopted by the board and the association.
4. To maintain positive communication with the members of the association. Keep the members informed about relevant information and updates of direct changes occurring within the organization.
5. Conduct our organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and compassion.
6. Exercise whatever discretionary authority we have under the law to carry out the mission of the American Boer Goat Association.
7. Serve with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.
8. Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all our activities in order to inspire confidence and trust in our activities.
9. Avoid any interest or activity that is in conflict with, or perceived conflict with, the conduct of our official duties.
10. Respect and protect privileged information to which we have access in the course of our official duties.
11. Strive for personal and professional excellence and encourage the professional developments of others.
12. Should not be, or appear to be, subject to influences, interests, or relationships that conflict with the interests of the ABGA or its ability to operate for the benefit of the ABGA community as a whole.

13. Maintain a professional level of courtesy, respect, and objectivity in all ABGA activities.
14. Strive to uphold those practices and assist other ABGA Board of Directors in upholding the highest standards of conduct.
15. Impairment while conducting ABGA business is strictly prohibited.
16. Exercise the powers invested for the good of all members of the ABGA rather than for his or her personal benefit.
17. Ensure the right of all association members, volunteer, or staff to appropriate and effective services without discrimination in respect to gender, sexual orientation, national origin, race, religion, age, political affiliation, or disability, in accordance with all applicable legal and regulatory requirements.
18. Respect the diversity of opinions as expressed or acted upon by the ABGA board, committees and membership, and formally register dissent as appropriate.
19. Promote collaboration, cooperation, and partnership among association members.
20. Maintain a constant awareness that anything said on social media and in person can directly reflect upon the association. All communications should be professional and refrain from communication that undermine the integrity and well-being of the association and your position as a Board of Director.

Board members will discuss with the President of the Board of Directors any questions or issues that may arise concerning compliance with this Code of Ethics. Breaches of this Code, whether intentional or unintentional, shall be reviewed by the Executive Committee of the Board of Directors, which, if necessary, shall make recommendations to the full Board for corrective action. Serious breaches of this Code may be cause for dismissal of the Board Member committing the infraction.

All Board Members shall read this Code at least annually, and shall certify in writing that they have done so and that they understand the Code.