



**American Boer Goat Association
Board of Directors
Conference Call Meeting
March 31, 2008
7:00 pm**

- I. The meeting was called to order by President John Jones.

Present:

Jan Carlson	John Morrow
Carrie Boyer	Troy Veal
Jamie Mitchell	Coni Ross
Debra Borden	Peggy Taylor
Tony Brazil	

Staff: Robert Swize

- II. **Resolution One** as drafted by Attorney Michael Spain:
RESOLVED, on further review of the Bylaws of the Association by the Board of Directors (the "Board") and on advice of counsel, the Board has determined that, pursuant to Sections 2.1, 3.1, and 3.3(g) of the Association's Bylaws, Directors Lisa Wolters (Region 3), David Edens (Region 4), Barney Fowler (Region 5), Bronc Fleming (Region 10), Tony Brazil (Region 13), Greg Patterson (Region 14), Michael Crum (Region 14) and Tina Owens (Region 18) were automatically removed from the Board at midnight on January 1, 2008 as a result of non-payment of their dues as members of the Association, and no action with respect to such matters was required to have been taken by the Board at its meetings on February 12 and February 27, 2008 or otherwise and such action by the Board removing those Directors is hereby rescinded. As a result of such persons' automatic removal from the Board, the positions of Directors for Regions 3, 4, 5, 10, 11, 12, 14, and 18 became vacant, and as a result of previously approved consolidation the two Directors' positions for Region 14 were reduced to one.

Troy Veal moved to approve Resolution One. Carrie Boyer second.

Voice Vote

MOTION PASSED Unanimously

- III. **Resolution Two** as drafted by Attorney Michael Spain:
RESOLVED, on further review of the Bylaws of the Association by the Board of Directors (the "Board") and on advice of counsel, the Board has determined that, pursuant to Section 3.1 of the Association's Bylaws Tony Brazil was automatically restored to his position on the Board on February 4, 2008, the date on which he paid his dues in full as a member of the Association, holding the office of Director as a result of his designation as Immediate Past President of the Association, and not as a representative of Region 13, and any action to the contrary with respect to Director Brazil taken by the Board at its meetings on February 12 and February 26, 2008 is hereby rescinded.
RESOLVED FURTHER, by voting on the Resolution, the Immediate Past President agrees that he has waived the requirements of receiving notice of meetings of the Board after February 4, 2008 (the date of his dues payment) through March 21, 2008.

Peggy Taylor moved that, based upon advice of legal counsel, that Resolution Two be approved with the addition of wording which acknowledges Tony Brazil was exempt from attendance of meetings during the time frame of February 4 through March 21, 2008.

Troy Veal second. Voice Vote

MOTION PASSED Unanimously

- IV. **Resolution Three** as drafted by Attorney Michael Spain:
RESOLVED, the Board of Directors (the "Board") hereby determines that, except for the actions of the Board on February 12 and February 27, 2009 which have been specifically rescinded by the Board on the date hereof, all action taken by this Board from June 1, 2007 to the present are hereby confirmed and ratified.

Carrie Boyer moved to approve Resolution Three with the following amendments and that Resolution Three now read:

RESOLVED, the Board of Directors (the "Board") hereby determines that, except for the actions of the Board on February 12 and February 27, 2008, portions of which have been specifically rescinded by the Board, all actions taken by this Board from June 1, 2007 to the present are hereby confirmed and ratified. The Board further resolves to Grandfather all actions of the ABGA Board of Directors taken prior to June 1, 2007.
 Peggy Taylor second. Voice Vote
MOTION PASSED Unanimously

- V. **Resolution Four** as drafted by Attorney Michael Spain:
RESOLVED, the Board of Directors (the "board") of the Association hereby determines that, beginning in 2009, membership dues in the Association are required to be paid by midnight **on December 31** of each year, commencing with **March 31, 2008**. Payment of dues shall be evidenced by receipt of such payment by the central office of the Association on or before such date and time in cash, by check, or by such other method as may be acceptable to the Executive Director and which is announced by the Executive Director in the Association's newsletter or on its website on or before the December 1 prior to when payment is due. If payment by check or other approved method by the required date is subsequently dishonored or otherwise rejected by the bank on which the check is written or other payor, payment will be deemed not to have been timely made. Receipt of payment after the due date, even if postmarked on or before the due date, will be not deemed paid until actually received. The Executive Director is hereby directed to publish this Resolution in the Association's newsletter and on its website.

Secretary's Note: The dates in bold and underlined in the above resolution are dates established by the Board to fill in blanks left appropriately within the draft resolution.

Troy Veal moved to approve Resolution Four. Jamie Mitchell second. Voice Vote
MOTION PASSED Unanimously

- VI. **Resolution Five** as drafted by Attorney Michael Spain:
RESOLVED, in accordance with Section 3.5 of the Bylaws of the Association, the President of the Association is required to appoint persons to fill vacancies on the Board of Directors (the "Board"), and the President has appointed the following person to fill the indicated vacancies on the Board:

<u>Name</u>	<u>Region</u>
Lisa Wolters	3
_____	4
_____	5
_____	10
_____	11
J. Barry Watts	12
_____	13
Greg Patterson	14
_____	18

RESOLVED FURTHER, pursuant to Section 3.5 of the Association's Bylaws, person appointed to fill vacancies on the Board are to be appointed to serve until the following June 1, in this case until June 1, 2008. The terms of office for Directors in Regions 3, 12, 13, and 18 were already scheduled to expire on May 31, 2008, but the terms of office for Directors in Regions 4, 5, 10, 11, and 14 were scheduled to end after such date. Section 3.3(a) of the Association's Bylaws requires persons who desire to be a Director to file for election not later than March 1 of the year of election, in this case by March 1, 2008. As a result, it will be impossible for any member of the Association to file for election for 2008 for Director in Regions 4, 5, 10, 11, and 14 and on June 1, 2008 there will be vacancies on the Board in Regions 4, 5, 10, 11, and 14. Therefore, the President has recommended that the persons appointed to represent Regions 4,5, 10, 11, and 14 be appointed to serve through May 31, 2009

RESOLVED FURTHER, pursuant to Section 3.5 of the Association's Bylaws, a majority of the whole Board hereby approves the appointment of the following persons, effective upon adoption of the Resolution, to the following positions on the Board for terms ending on the following dates:

<u>Name</u>	<u>Region</u>	<u>Term Ending</u>
Lisa Wolters	3	May 31, 2008
_____	4	May 31, 2009
_____	5	May 31, 2009
_____	10	May 31, 2009
_____	11	May 31, 2009
J. Barry Watts	12	May 31, 2008
Greg Patterson	14	May 31, 2009
_____	18	May 31, 2008

RESOLVED FURTHER, although in accordance with the Bylaws of the Association the date for payment of membership dues in the Association was established by the Board in 1999 as January 1 of each year, there may have been some basis for members believing that such dues for 2008 were required to be paid by January 31. As a result and in the interest of fairness, those Directors whose membership dues were received by the Association by January 31, 2008 (Greg Patterson, J. Barry Watts, and Lisa Wolters) will be deemed to have been members of the Board from January 1, 2008 to the date hereof, but solely for purposes of credit for time of service on the Board and not otherwise.

Attorney Michael Spain and Attorney Joe Will Ross recommended this resolution be adopted.

John Morrow moved to approve Resolution Five as presented. Coni Ross second.

Roll Call Vote

Jan Carlson	No	Troy Veal	Yes
Carrie Boyer	No	John Morrow	Yes
Jamie Mitchell	No	Coni Ross	Yes
Debra Borden	No	Peggy Taylor	Yes
Tony Brazil	No		

MOTION FAILED by a vote of 5 to 4

- VII. **Resolution Six** in regards to voting privileges of JABGA members:
RESOLVED, although in accordance with the Bylaws of the Association the date for payment of membership dues in the Association was established by the Board in 1999 as January 1 of each year, there may have been some basis for junior members believing

that such dues for 2008 were required to be paid by January 31. As a result and in the interest of fairness, those junior members whose membership dues were received by the Association by January 31, 2008 will be deemed to meet the 2008 voting requirements for the elections of the Junior Board, but solely for purposes of voting in junior elections in 2008 and not otherwise.

Carrie Boyer moved to approve Resolution Six. John Morrow second. Voice Vote
MOTION PASSED Unanimously

VIII. Code of Ethics Draft

Jamie Mitchell moved to table review of this draft pending legal review. Peggy Taylor second. Voice Vote
MOTION PASSED Unanimously

IX. Appointments to fill director vacancies in Regions 4, 5, 10, 11 whose regions are not up for election in 2008:

John Morrow moved to table the appointments. Jamie Mitchell second.

Roll Call Vote

Jan Carlson	Yes	Troy Veal	No
Carrie Boyer	Yes	Coni Ross	No
Jamie Mitchell	Yes	Peggy Taylor	No
Debra Borden	Yes	John Morrow	Yes
Tony Brazil	Yes		

MOTION PASSED carried by a vote of 6 to 3.

Troy Veal moved to adjourn
Jamie Mitchell second.

Meeting adjourned.