

NWLA Annual Meeting

Sept. 12, 2010

Board Members Present:

Jim Eldridge
Maggie Hansen
Alan Bradshaw
Jacqui Duran
Beverly Shirts
Rick Dodd

CALL TO ORDER

The meeting was called to order at 9:38 am by Jim Eldridge at the Longhorn Restaurant in Spokane, WA. Jim introduced Dean Pike, breed rep for the American Lowline Registry.

Dean Pike gave a short speech and the main points are as follows: Dean said he has a fondness for the Northwest since he and his wife got married here and his wife is from the area. He currently works for both the American Salers Association and the American Lowline Registry. He is learning a lot about our breed. Dean is impressed by our devotion and belief in what you're doing. He said that anyone who is involved in working with the association knows it's hard work and it's thankless but someone has to do it. Someone has to lead. He stated that these kinds of associations are vital to the breed. You're promoting the breed collectively as a group. You get offended by things because we take them personally. There is a big picture and that's what you need to look at. Your purpose is to promote the breed and it's better and easier to do it collectively than alone. There were about 72 Lowlines in your show. You can be proud of this show...not only the numbers but the quality of the animals. Dean's job is to work with the junior association organizing and planning the first Junior National. He was impressed by Beverly Shirts who took on a leadership position with the American Lowline Junior Association. There were 60 head of cattle in attendance at the Junior National. He said you should have seen the maturity and planning that the junior board accomplished. This year the junior nationals are will be in Laramie Wyoming the 3rd week in June. It is an educational event, it's motivating and it helps develop a lot of enthusiasm in the youth that attend. Dean put on a leadership conference in February in Denver. He is slated to attend the Junior National, Houston, American Royal and the NAILE. He makes some herd visits when he can. He is trying to learn about the breed. He is available to advise on marketing and will be at every Lowline sale this year. He also helps people buy cattle. He would like to help us achieve our highest goals we can achieve as breeders. There's nothing more rewarding to him than seeing us do well and improve. He would like to work alongside us. Dean encouraged us to keep the association active and alive. He said you have a lot to be proud of and he is very impressed with the quality of the your cattle. He thanked us for inviting him to the show and to the annual meeting.

TREASURER'S REPORT

Maggie Hansen
Maggie gave all present a copy of the check register since 1/1/10, a cash flow report and a YTD

banking summary. She stated that the balance in the checkbook is currently \$3564.15 but that does not include several expenditures for the show such as paying out premiums which will roughly be around \$2300.00. It also does not include the \$4400.00 that the fair is giving us for expenses.

SHOW/SOCIAL COMMITTEE REPORT

Jacqui Duran

Jacqui said she has been going back and forth with Dick Blakely for months. She would ask questions to try and get the show moving forward, Dick would take a long time responding and would not always answer or would respond with requests for various things. A request from membership was to have steer classes so Jacqui was trying to pursue that also.

Jacqui, Beverly Shirts and Rick Dodd met with Dick about 6 weeks ago. At that time, Dick proposed that NWLA could take the show on ourselves with full control over what we did at the show and they would give us \$4000 to do that. With that money we would pay out our own premiums. The other option proposed by Dick is that the fair would run the show but we would lose the percentage show. Instead, percentage animals would have to show in the open classes. The board voted and chose to run our own show in light of the fact that losing the percentage show would not be an option.

There was then discussion on the amount of money NWLA will be giving out for premiums. Jacqui replied that 6 weeks before the show makes for a very short time to put together a whole show. Mary Goben agreed with her and stated the same thing. Jacqui said she wanted to make things as smooth as possible and not make a whole bunch of big changes. NWLA did not have the option to raise entry fees as the fair receives all entry fee dollars. Jacqui researched other fairs and the premiums are in line with the entry fees. Other fairs have lower premiums but they also have lower entry fees.

As far as determining classes, Jacqui took Spokane's show class list and the American Lowline Registry recommended class list and did her best to combine the two.

A member asked why the classes weren't combined to save money where there was only one animal in the class. Jacqui replied that in hindsight, we should have combined classes. There was a lot going on and we were doing the best we could under the circumstances.

Jacqui said this is something to consider for next year. Do we want to have a regional show or just do smaller shows? Glen Chapman said the Chehalis show was the best show ever because they were in one day, stayed one day and out the next day. Alan Bradshaw said they had a show in Eastern Idaho and it was very successful. Matt Hansen he would like more support at the local shows from other breeders. He would like other breeders to come out and help answer questions and show more support to the ones that are showing.

Mary Goben would like to invite us all to get past our differences and try and meet in the middle. We need to support each other and the breed.

Gordon Lenhard stated that he would not have a problem showing his percentage cattle against

other breeds in the open class.

A member asked why we decided to hire a different judge. Jacqui stated that last year's judge was disparaging to our breed. Mary Goben said that last year's judge put down our breed on the microphone in front of everybody. Jacqui Duran said that in truth, the judge did not cost us. The decision to run our own show was because of losing the percentage show. Jacqui went back to Dick Blakely after we accepted the \$4000 proposal to run our own show and asked for an additional \$400 for the judge. Dick accepted this and Jacqui said this amount more than covered the judge's costs for this year.

Mary Goben made a motion as follows: The show chairman should combine classes in the best manner possible if there are less than three animals (1 or 2) in a class. There was discussion on this topic. Comments from the floor included: there should be no single animal classes. It is a waste of time for the spectators. Jacqui stated that the fair does not combine classes. The motion was seconded by Nancy Chapman. All were in favor. The motion passed.

Jim Eldridge said that the board really agonized over the premium money and other issues having to do with the fair and the show. There was much discussion among board members. To some the premium money is not very important. But to others the premium money is significant.

OLD BUSINESS

None reported.

NEW BUSINESS

Bylaws

Members present were given a copy of the Proposed Bylaw Changes which was sent to membership prior to the 30 day notice period.

1) Article II - Membership

D5. Dues and Assessments

1. Active members first year registration fee is \$50 plus annual dues of \$25.00, for a total first year payment of \$75.00. Subsequent annual dues are \$25 plus \$1.00 per registered Lowline owned, up to 50 head.

change to:

1. Active members first year registration fee is \$50 plus annual dues of \$25.00, for a total first year payment of \$75.00. Subsequent annual dues are \$25.

Explanation: We would like to delete "\$1.00 per registered Lowline owned up to 50 head." This was put in initially as a way to help gain NWLA operating funds. Annual dues of \$25 would stay the same.

Glen Chapman suggested that we do away with the \$1 per head but raise monthly dues. He said this would be more fair to everyone. Glen Chapman made the motion as follows: Do away with

the \$1 per head charge and raise dues to \$45. Rick Dodd seconded the motion. All in favor. Motion passed.

2) Article IV - D. Term of Office:

1. Initial Directors: Chairman - 2 years; Vice Chairman - 1 year; Secretary - 2 years; Treasurer - 3 years; Standing Committee - 1 year. The initial period of service is not accrued to the total terms served.
2. Chairman, Vice Chairman and Treasurer: First term - 2 years; second term - 2 years; third term - 2 years. No Director shall serve more than three consecutive terms.
3. Secretary: First term - 2 years; second term - 2 years; third term - 2 years. The secretary shall serve no more than three consecutive terms.

change to:

1. delete #1 since we are now past the "initial" time period.
2. Chairman, Vice Chairman, Treasurer and Secretary: First term - 2 years; second term - 2 years; third term - 2 years. No Director shall serve more than three consecutive terms.
3. delete

Explanation: #3 is not needed. Secretary position can be put in with #2.

Jim Eldridge stated that he asked Maggie Hansen to stay on one more year as Treasurer. The purpose is to get back to the original intent of staggering one position. In this way, not all positions will be open for re-election at one time. Jim said the position got changed a couple of years ago when the interim Treasurer did not stay for the full term. The motion passed.

3) Article IV- C 1. Nomination and Election:

A Director shall be nominated and elected by the Association's membership at its annual meeting and shall serve until successor Directors are duly elected. The Secretary of the Association shall promptly report the election of such Directors to the membership.

change to:

C 1. A Director shall be nominated and then elected by the Association's membership using mail-in ballot prior to the start of the fiscal year (this is what ALR's rule says). Terms begin on Jan. 1. Directors shall serve until successor Directors are duly elected. The Secretary of the Association shall promptly report the election of such Directors to the membership.

Explanation: We would like to have the Directors' terms begin at the beginning of the year. The annual meeting does not coincide with the start of the year and the annual meeting may not always be at the same time every year. We also think the entire active membership should be able to vote, not just the ones who attend the annual meeting.

The motion passed.

4) Article IV - F. Powers

1. The Directors shall be the managing body of the Association, with full power to conduct all day-to-day working business of the Association subject to the laws of the state of incorporation and these bylaws.

change to:

1. The Directors shall be the managing body of the Association, with full power to conduct all day-to-day working business of the Association subject to these bylaws.

Explanation: We do not need to be incorporated. We are under the umbrella of the American Lowline Registry.

Bill Boekel moved that the motion be passed. Charlene Hansen seconded it.

5) Article IV - G. Duties

Gives a list of general duties for each Director.

change to:

remove G. Duties.

Explanation: Put duties in "NWLA Rules." The reason for this is that we need duties to be somewhat flexible due to how we operate. We need the ability to change duties without having to go through the process of changing bylaws.

Maggie Hansen started to read the list of board position duties. Glenn and Nancy Chapman said we should keep job duties in bylaws. There was a vote and this motion did not pass.

6) Article VI--Committees

B3. Listing of Standing Committees

- I. Promotion/Education/Youth
- ii. Show/Social
- iii. Marketing/Sales

change to:

- B3. Listing of Standing Committees
- I. Youth
- ii. Events
- iii. Marketing/Sales
- iv. Website/Newsletter

Glenn Chapman said the website/newsletter person should not be a standing committee chair. His suggestion is to hire pay someone to do the website. Jacqui Duran stated that the

website/newsletter person needs to attend meetings in order to stay up to date on what's happening. Glenn stated that the website/newsletter person can stay up to date with the meeting notes.

A question was asked how often the board has meetings. Alan Bradshaw said board conference calls are held every other month. Glen Chapman requested that all meeting minutes be posted on the website. Shelley Dodd stated that she would be happy to post them.

Donna Boekel made a motion to accept the bylaw change as stated. There followed a discussion on term limits. There was concern that the committee chair people have continuous rights to vote if they are in the same position each year. It was stated that those same people run each year because no one else runs for those positions.

There were 5 votes for this motion and 4 votes against the motion. The motion did not pass because there was not a 2/3 majority vote.

7) Article IX - Finances

A. Fiscal Year**

1. The fiscal year of this association shall be a 12 month period beginning on July 1 and ending on June 31.

change to:

1. The fiscal year of this association shall be a 12 month period beginning on Jan. 1 and ending on December 31.

Note** - A yes vote on changing the fiscal year on "Article IX-Finances A. Fiscal Year" would also include changing all other references pertaining to July 1...to January 1.

Jacque Duran moved we accept the motion. Donna Boekel seconded the motion. Motion passed.

8) Article XII - Amendments

A. Procedures

1. Proposals for amendment of these bylaws may be presented to any Active member in good standing, at any annual meeting of the Membership.

2. These bylaws may be amended at the annual meeting of the Membership by a two-thirds (2/3) vote of the legal votes cast provided the proposed amendment shall have been presented in writing to the Membership at least 30 days prior to the meeting in which the amendment shall be considered.

change to:

1. Proposals for amendment of these bylaws may be presented by any Active member in

good standing, at any annual meeting of the Membership. All proposals will be considered by the Board. The board will determine by majority vote whether or not to pursue the proposal for amendment. If the proposal is accepted by the majority vote of the board, the Proposal for amendment of the bylaws will then be presented to the Membership at the next membership meeting or by mail in vote. Vote must pass by a two-thirds (2/3) vote of the legal votes cast.

2. keep the same

Explanation: We feel that #1 is unclear and wanted to have a protocol on how we handle proposed bylaw changes by the membership. We also would like to have the option of conducting the vote for bylaw changes via mail in vote rather than being restricted to only conducting the vote for bylaw changes once per year at the annual meeting.

There was discussion regarding the above bylaws and whether or not there is a 2/3 majority vote. Maggie checked to see if we have a 2/3 majority vote in order for the above bylaws to pass. She determined that there were 12 active members and 9 of them were present. There was more discussion on the interpretation of this bylaw. Brian Walters said that he interprets it saying that there must be a 2/3 majority of all active members. Shelley Dodd stated that the bylaws clearly say "Vote must pass by a two-thirds (2/3) vote of the legal votes cast."

Jacqui Duran moved we accept the motion as read. Bill Boekel seconded it. The motion passed.

Bill Boekel asked if we need to look at changing the voting age to 18 instead of 21. There was discussion on this topic. One comment was that it is unconstitutional to not allow 18 year olds to vote.

Donna Boekel made a motion to change the voting age from age 21 to age 18 to comply with federal law and make this change effective immediately. Jacqui Duran seconded it. The motion passed.

ELECTIONS

Chairman

Matt Hansen nominated Nancy Chapman
Glenn seconded the nomination

Alan Bradshaw nominated Jim Eldridge
Jacqui Duran seconded the nomination

Vice Chairman

Glenn Chapman nominated Matt Hansen
Gordon Lenhard seconded the nomination

Bill Boekel nominated Alan Bradshaw

It was determined that according to Robert's Rules, a second to the nomination is not needed.

Secretary

Nancy Chapman nominated Charlene Hansen

Promotion/Education/Youth Committee Chair

Celina Goben nominated Beverly Shirts

Show/Social Committee Chair

Rick Dodd nominated Jacqui Duran

Marketing/Sales Committee Chair

Jacqui Duran nominated Ben Fairfield

The election results were announced and accepted.

Election Results

Chairman - Jim Eldridge

Vice-Chairman - Alan Bradshaw

Secretary - Charlene Hansen

Promotion/Education/Youth Committee Chair - Beverly Shirts

Show/Social Committee Chair - Jacqui Duran

Marketing/Sales Committee Chair - Ben Fairfield

Jim ended the meeting by stating that since there was much discussion and concern on the amount of premium money, all participants are welcome to voluntarily give up some of their premium money.

The meeting was adjourned at 12:25 pm.

