

WABA – Western Aberdeen Breeders Association

Board meeting minutes 11/04/2025

Call to order – Nancy @ 7:35 MST

Attending:

Katie Ellis
Nancy Marks
David Shockey
John Tomlinson
Renaë Stentz
Darla Fletcher
Blake McLean

Financials from Renaë - \$3,707.59/checking and \$8,817.47/savings
John-Motion to accept Darla-Second All in favor

Accepting Minutes from prior meeting 9/09/2025:

David-Motion to accept John-Second All in favor

Old Business:

Nominations for WABA board 2026. Up for nomination is John Tomlinson, David Shockey, Darla Fletcher, Katie Ellis, and Ruth Holcomb. Each person nominated needs to submit a short bio and why they would like to serve on the board.

It was discussed about voting online and also mailing a few ballots out. Nancy will contact Shelly for help with voting online. Ballots need to be out by Nov. 15th, voting closes Dec. 15th.

Brochures – Ruth has those coming in.

NILE – Was very successful! Results that have been received are on Facebook, thank you Blake.

Bi-Laws – Please see below for changes voted in at annual meeting. Changes are in Red (Thank You John!)

Bylaws of the Western Aberdeen Breeders Association

Updated September 9, 2017

Article I – Name and General Powers

The name of the organization shall be the Western Aberdeen Breeders Association, hereinafter referred to as “the Association or “this Association.”

General Powers: The affairs of this Association shall be managed by its Membership.

Number of Directors: The number of Directors at any given time shall be no less than eight (8) Directors.

Article II – Membership

A. Classification:

The members of this Association will be classified as follows:

1. Active Members
2. Associate Members
3. Junior Members

4. Inactive Members

B. Eligibility:

1 Active members: Individuals, at least 21 years of age, partnerships, corporation, and firms that have an interest in Aberdeen cattle, who have paid their annual dues, who own registered Aberdeen, reside in the region and are members of the American Aberdeen Association, shall be eligible for the status of Active Member with voting privileges.

2. Associate Members: Individual, partnership, corporations, and firms that have an interest in Aberdeen cattle, who have paid their annual dues, who reside outside of the WABA region or reside in the region, but have no cattle registered in the region, are eligible to be an Associate member. An Associate member is entitled to all privileges of the active members except they may not vote or hold office.

3. Junior Members: Young men and women younger than twenty one years of age as of January 1st of that year, who are interested in the Aberdeen breed and pay annual dues, who live in the region, may be eligible to be a Junior member. A Junior member is entitled to all privileges of the active members except they may not vote or hold office.

4. Inactive Members: Active Members or Associate Members who have not paid their due shall become Inactive Members.

C. Privilege:

1. Except as set forth elsewhere in these Bylaws and policy statements of this Association, members shall be entitled to all services and privileges as may be provided by this Association to the applicable classification of membership.

2. All dues-paying members will be eligible to attend the Association meetings and shall receive the customary publication of the Association as determined from time to time by the Directors.

3. Only active members in good standing shall be eligible to seek or hold office or other elective or appointive positions in this Association, or vote or otherwise participate in the selection of the Association officials or the establishment of the Association policies.

4. Each active membership status will have one vote (Example: The husband and wife of a family farm have only one vote).

D. Dues and Assessments:

1. Payment:

i. All dues, application fees, and assessments shall be payable in U.S. currency. All dues shall be due and payable on or before January 1 preceding the membership year. Members failing to pay their annual dues and assessments shall forfeit their active membership as provided by these bylaws.

2. Dues and assessments shall be set by the Directors for the following member categories:

- i. Active Members
- ii. Associate Members
- iii. Junior Members

3. Non-payment of dues and/or assessments: On January 1, each year, when the Treasurer of this Association has determined that dues and/or assessments for the current year have not been received, the member subject to these dues or assessments shall no longer be in good standing and active membership is forfeited.

4. To reactivate the membership, payment ~~of first year dues and cattle assessments plus \$10.00 penalty~~ must be made within six months of active membership.

5. Dues are established as follows, but can be adjusted without revision of the Bylaws through the power given Directors in (D)(2) of this article:

i. Active Members first year registration fee is \$40.00 plus annual dues of \$35.00, for a total first year payment of \$75.00. Subsequent annual dues are \$35.00.

ii. Associate member dues are \$25.00 annually.

iii. Youth dues are \$10.00 per youth annually. Youth (21 and under) that are family members AND living in the same household as adult active members are included in the \$35 active membership fee and do not need to pay a separate junior membership fee.

Article III – Application, Election and Membership and Reapplication

A. Application:

1. Application for all classes of membership shall be made on the form prescribed by this Association. Application for membership shall be submitted to the Association. This Association shall charge an application fee as determined by the Directors.

B. Nondiscrimination:

1. Nothing contained in the Bylaws of this Association shall operate against eligibility for membership in this Association on the grounds of color, religion, race, sex, age, national origin, political affiliation or physical disability.

C. Reapplication:

1. Any applicant for membership whose application is denied may reapply one year following the date in which said rejection becomes final. Should this second application be denied, said applicant may file a final reapplication two years after the date on which the rejection of the second application becomes final.

D. Denial of Membership:

1. Nothing herein contained shall prevent this Association from denying membership in any classification, if, in its discretion, any entity would not, through its membership, contribute to the general preservation of Aberdeen cattle, good of the profession, or to the reputation of this Association.

E. Termination of Membership:

1. Nothing herein contained shall prevent this Association from terminating membership in any classification, in its discretion, for fraud, misrepresentation, or deception, and for failure to provide accurate data on all registration transactions.

F. Reclassification:

1. The Association reserves the right to reclassify members as a result of any change in the status or type of practice of such a member.

Article IV – Directors

A. Composition:

1. The Directors shall be no less than eight (8), which include Chairman, Vice-Chairman, Secretary, Treasurer. The Directors, including the Chairman, shall constitute the voting membership of the Directors.

B. Qualifications:

1. A Director shall be an active member of this Association entitled to vote. Should the status of any

Director change in regard to the preceding qualifications during his/her term of office, that office shall be declared vacant and such vacancy shall be filled as hereinafter provided.

C. Nomination and Election:

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

D. Term of Office:

1. 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.

E. Vacancy and Absence:

1. In the event the office of Chairman becomes vacant, the Vice Chairman shall succeed to the office of Chairman for the unexpired portion of the term. A vacancy in the office of Vice Chairman, Secretary and/or Treasurer shall be filled by the Directors for the remainder of the term. Such appointed office shall be filled by election at the next annual meeting of the Membership.

2. In the absence of the Chairman and Vice Chairman, a voting member of the Directors shall be elected by the Directors to Chairman pro-tem.

3. If a vacancy occurs on the Board of Directors, the Board of Directors may fill the vacancy. If the Directors remaining in office constitute fewer than a quorum of the Board of Directors, Directors may fill the vacancy by the affirmative vote of the majority of all Directors remaining in office. A vacancy that will occur on the Board of Directors at a specific later date may be filled before the vacancy occurs but, the Director may not take office until the vacancy occurs.

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 these bylaws.

2. Establish ad interim polices, rules and regulations not inconsistent with these bylaws to govern its organization and procedure essential to the management of the Association, provided however, that all such rules and regulations must be presented for approval at the next meeting of the Association membership.

3. The Chairman may call a special meeting of the Membership as provided in these bylaws.

4. The Directors shall establish assessments, fees and penalties to be paid by Active, Associate and Youth members of the Association and at least annually review such assessments, fees and penalties.

G. Authority:

1. The Directors shall not have authority to establish compensation for its directors, officers or otherwise nor shall it have authority to provide other benefits for payments to directors or officers of the Association. The Directors shall have no authority to pay the expenses of Directors, officers or others, which shall include but not be limited to travel and lodging in attending meetings which benefit the Association.

H. Meetings:

1. The Directors shall call an annual meeting of the membership.

2. Special meetings: The Chairman may call a Special meeting of the Directors at any time. All special meetings shall require a minimum of 30 days notice to each member of the Directors unless waived by unanimous consent. The business of special meetings shall be limited to that stated in the official call unless waived by unanimous consent.

3. The Directors will meet as required via electronic media. The meetings shall be recorded and made a part of the action of the Directors.

4. Quorum: A majority of the voting members of the Directors shall constitute a quorum.
5. Directors meetings and records of the meetings are open to any member in good standing.

Article V – Committees

A. Committee Involvement:

1. Every committee's main goal is to represent the organization as a whole. All committees are to report back to the Directors. Committees should address the members through the Directors.
2. Members are encouraged to affect the growth of this organization by being on a committee. Any member in good standing may serve on the committee(s) of their choice.

B. Special Committees:

1. Special committees of this Association may be created by the membership or by the Directors for the purpose of performing duties not otherwise assigned by these bylaws. The authority of the appointment of members of a Special committee shall be set forth in the resolution creating such committee.

Article VI – Meetings

A. Annual Membership Meeting:

1. The Directors shall determine the time and place for convening each annual meeting of the Association and to provide for the management and general arrangements of each meeting.
2. The Chairman shall appoint a special committee to coordinate the meeting agendas.
3. The Chairman shall submit a report of the annual meeting activities to the Membership.

B. Special Meetings:

1. By two-thirds vote of the entire Directors, a Special Meeting of the Membership may be convened providing that the agenda and purpose for such meeting shall be published at least 45 days in advance of the date of the meeting to be held.
2. Only announced agenda items may be considered at a Special Meeting.

C. Committee Meetings:

1. Standing and Special Committees may meet as necessary. Meetings shall be called by the respective chairpersons.
2. All such meetings shall record minutes which shall be forwarded to the Association's Secretary within one week following a meeting.
3. The Association's Secretary shall make Committee meeting minutes available to the Directors.

D. Mail Vote:

1. By unanimous consent, the Directors may direct the voting membership to take any action without convening a meeting. The consent to the action taken must be in writing (includes email), must set forth the action so taken and must be executed by each voting member of the Association according to these bylaws.
2. The context of the action and votes on it shall be recorded by the Secretary.

Article VII – Resignation and Removal

A. Resignation:

1. Any elected officer may resign at any time by giving written notification to the Chairman or Vice Chairman of this Association. Such resignation shall take effect at the time specified therein or immediately if no time is specified.

B. Removal:

1. Any elected officer representing the Association may be removed at any time by the Directors by a two-thirds vote of the legal votes cast. The member being voted upon shall be prohibited from voting on the issue. This decision may be appealed to the Membership and if so appealed shall be considered at the next duly scheduled meeting of the Membership. A two-thirds vote of the legal votes cast by the Membership shall be required to reverse the action taken by the Directors.

Article IX – Finances

A. Fiscal Year:

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

B. General Fund:

1. The general fund shall consist of all monies received other than those specifically allocated to other funds by these bylaws. The general fund shall be used to meet all expenses incurred by this Association not otherwise provided for in these bylaws. The general fund may be divided into operating and reserve accounts at the discretion of the Directors.

C. Auditing of Accounts:

1. At the discretion of the Directors, a Special committee shall be appointed to audit all accounts of this association.

2. The report of such audit shall be submitted to the Directors and made available to the Membership.

Article X – Indemnification

To the extent it has funds available to do so, the Association shall indemnify to the full extent authorized or permitted by the laws of the state of incorporation a person made or threatened to be made a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he/she is or was a Director of, officer of or a member elected or appointed to any position of responsibility within this Association. No assessments shall be placed on the general membership to provide such indemnification.

Article XI – Parliamentary Authority

The current edition of Robert's Rules of Order shall govern this Association in all parliamentary situations that are not provided for in the law or in this Association's corporate charter, bylaws or adopted rules.

Article XII – Amendments

A. Procedures:

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. 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.

Article XIII – Compensation

No compensation shall be paid and no part of the income of this Association shall be distributed to its directors or officers. In no case shall any part of the net earnings inure to the benefit of the private officer or director within the meaning of the Internal Revenue Code of the United States government.

Article XIV – Seal

The Association shall have no corporate seal.

END of bi-laws

Discussion of what we wanted to do about an audit, forming a subcommittee was the solution.

Next meeting December 2nd, 2025 @ 7:30 p.m. MST.

Nancy – Call for adjournment @ 8:24 p.m. MST