

Clydesdale Breeders of the United States Board Meeting  
March 16, 2019  
Wyndham Hotel and Conference Center - Airport  
Indianapolis, IN

Board Members Present: Greg Bagley, Shannon Cobbs, Pat Connors, Sierra Covell, Chuck Cryderman, Steven Davidson, Dennis Johnson, Wayne Mast, Mike Taft

Absent: Cathy Behn (emailed - health issues)

Additional Attendees - 22 members of the Clydesdale Breeders Association were present (Jim Krupica, Tracy Taft, Luke Williams, Duane Chupp, Gary Miller, Tricia Alpers, Dan Jones, Leah & Eric Popp, Kristen Hastings, Mark Martin, Tanya Connors, Merle Brooks, M/M Leroy Gentry, Kathy Lindsey, Kayle Grotte, Phil LaCrosse, Melton Powell, Linda Harmon)

Meeting called to order at 2:08

Dennis Johnson called a Point of Order that no secretary was present - Tracy Taft was asked and volunteered to take minutes.

Verification was done so that all attendees were members and that no legal counsel was in the room to represent members present.

Shannon Cobbs began with the agenda and stated that all comments should be kept to 2-3 minutes and that the board may use their right for a executive session if necessary.

Chuck Cryderman announced that there were copies of the budget if anyone was interested, so that they could follow along as the budget was discussed.

Tanya Connors called a Point of Information - This meeting was out of order according to Section 10, p. 2 - "All meetings conducted by Roberts Rules of Order"(RROO) - This meeting would not be allowed according to our Bi-laws since "Reasonable Notice" was not given to our membership across the United States. According to RROO 13-30 days by mail is reasonable, as well as there were no details for an agenda. Special mention that it is the purpose of Parliamentary Procedure to allow the minority to be involved in decision and short notice does not allow for this.

Chuck Cryderman stated that the bi-laws were created by 6 members in ~1983 - and only 2 were still alive today. One of those men were Dan Jones, in which he was recognized since he was attendance and the other was Jim Emmons. When Dan was asked to comment on the Bylaws and reasonable notice, he agreed that 48 hours was not enough. He agreed that the budget was the important item on the agenda and we should proceed.

Shannon Cobbs introduced the point of teleconferences and that was the real reason this meeting was necessary. Historically the association has used teleconferences for 7 years, voting when necessary and published information to the membership.

Dennis Johnson reminded the reason for teleconferences was to decrease travel expenses for in person meetings and that technology now allowed for this financial savings.

Membership wanted to know why this was now an issue. It was explained that the executive director had sent a letter from legal counsel stating that teleconferences were likely not proper. Sierra Covell explained that the board was to have a teleconference the night they were told the teleconferences were not legal. All topics were tabled until a solution could be identified. Do to the lack of a budget, and the upcoming sale, there was a need for an in person meeting.

Kayle Grott identified that the Annual Meeting received a 60 day notice and that RROO says a budget and a treasurer a both needed. The association has been lacking a treasurer for some time. It is important for checks and balances. Our bylaws also state a treasurer is required office for the board of directors.

Kristen Hastings agreed and stated that whenever our bylaws are lacking, we should default to RROO. She distributed additional copies of our Bylaws. Tanya Connors agreed that we need to adhere to strict Guidelines and Structure. All agreed that we, the membership, should all know details; financials included.

Tanya Connors made a clarification that there is a difference between teleconferences and telepolling. Telepolling is when conversations are had but no decisions are made. She suggested big decisions with voting should be made at the primary meetings with membership present.

Shannon Cobbs stated that is 1999 teleconferences were accepted by Missouri Law. Since the Clydesdale Breeders of the United States was created under Missouri Law, the Missouri Law is our primary reference according to RROO.

Steven Davison stated that being unable to use teleconferences has “paralyzed” the board and since it is allowed, it is time to move forward.

Dan Jones asked why this administration did not have a bylaw committee. 2 years ago President Greg Bagley had one. This committee produced a total revision of the bylaws, was approved by the whole committee, presented to the board in February and the board then chose not to proceed any further.

Chuck Cryderman said that the bylaws were supposed to be updated, not completely redone. Chuck suggested that it was left intentionally vague to allow for flexibility.

The board suggested that if problems occur, formal complaints should be directed to the office. Mark Martin stated that he had made 5 formal complaints with the office as well as other directors and no action or response had been given.

Jim Kruijka stated if we don't recognize change there is no helping our association. Things need to change and evolve to keep up with the time and our association hasn't even evolve to even follow state law. With email there is no reason why updates, and agendas can't be sent out.

Dennis Johnson said that April and October were traditionally the board meetings that were open to the public and very few members came. He commented that people don't normally give positive comments only bad. The topic of the recent Facebook comments was brought up and all agreed that is not the place for issues to be addressed.

Jim replied that is was the job of the board to represent the membership and that is why they are an elected board. It is not realistic for all members to attend. The board makes decisions about what is in the best interest of the association.

Shannon Cobbs stated that there was no budget due to the meeting being cancelled in Lansing due to the World Show in Madison, Wisconsin the next week and at the World Show individuals were busy with additional duties as well as showing their horses.

Kathy Lindsey made a motion to continue the meeting as planned, Mark Martin seconded it, motion passed with Tanya Connors, Pat Connors, and Chuck Cryderman opposed.

The agenda began with Teleconferences discussion. Board members were asked if they had any problems with decisions made during the last 7 years.

Pat Connors and Chuck Cryderman stated the one point of disagreement was the appointment of Greg Bagley back on the board due to the resignation of Ken Airgood. Pat Connors explained that no consideration had been given to the next highest vote getter at the previous election, which was Robert Wilson.

Pat Connors made a motion to approve all teleconference business approved by the board of directors with the exception of the appointment of Greg Bagley, Chuck Cryderman seconded.

Discussion was had, Kayle Grott suggested we refer to the bylaws, which says only that the appointed member must be in good standing. Kristen Hastings asked if Greg Bagley was in good standing the reply was yes, he was a lifetime member with no issues.

Dennis Johnson stated that 2 other individuals over the years have been installed through this method.

Pat Connors moved to accept all past business through teleconference votes except Greg Bagley to the board, Chuck Cryderman 2nd

Voting: 3 yes, 4 no Yes - Chuck, Wayne, Pat,.....No - Mike, Dennis, Sierra, Steven  
Motion failed.

Steven made the motion to accept all the teleconference votes accepted by the board.

Voting: 4 yes, 3 no Yes - Mike, Dennis, Sierra, Steven.....No - Chuck, Wayne, Pat  
Motion Passed.

Shannon asked for the board to approve payment to attorney fees in response to questions regarding legality of teleconferences.

Steven Davison moved to approve the funded of attorney fees in response to teleconferences.

Sierra Covell 2nd the motion

Voting: 5 No, 3 Yes No - Pat, Mike, Chuck, Dennis, Wayne, .....Yes - Steven, Greg, Sierra

Shannon introduced the possibility of the association reimbursing for travel to this meeting.

Steven moved for \$.54/mile and reimbursement for air travel for this meeting only.

Greg Bagley 2nd

Dan Jones raised a point of order - reimbursement can't be voted on after the fact.

Dennis Johnson said it had been done away with years ago.

Voting: 6 No, 2 Yes No - Pat, Mike, Chuck, Wayne, Dennis, Sierra.....Yes - Steven, Greg

Motion fails

In the efforts to be transparent Shannon suggested we review the procedure for absentee Ballots

Dennis Johnson said last year there were 21-22 absentee ballots. Dennis said he had previously been in contact with an accounting firm and for no charge they were willing to gather, place a label seal and return for counting, for the day of the sale. Sierra questioned if we need to change the bylaws before we can change voting procedures. Dennis explained the process of both absentee and present voting and suggested looking into an accounting firm in Shipshewana to handle and count ballots. Shannon stated it would be great to have a 3rd party involved.

Sierra made a motion that all absentee ballots for collection and tabulation as well as the ballot box be picked up by said company and tabulated by the local accounting firm in Shipshewana.

The maximum budget will be \$250., any overage was agreed to be paid by Mark Martin.

Pat Connors - 2nd

All Agreed - Motion passes

Shannon suggested that a treasurer be reinstated as an active office on the board of directors.

This would allow for checks and balances. Kayle also suggested 2 signatures for checks, one would be the executive secretary, the other would be the treasurer, and this would allow for easier transition between boards as well as maintain the system.

Chuck Cryderman stated at this time there was no active finance committee and this responsibility was normally done by the chair of that committee. This position is currently in

place, but no one holds this office, again due to the absence of the October meeting where committees are established.

Dennis Johnson stated that the President, 1st and 2nd Vice President were normally the finance committee.

Steven Davison moved to appoint Chuck Cryderman as the treasurer to get statements and financials in line. After discussion, it was decided that since the sale with a new board is only several weeks away, it would be best to create this in April with the new board.

Sierra Covell stated that the board members have been trying to get any financial records/statements and "the boards only access and knowledge of the books, accounts, and statements is through the limited information provided by the office despite numerous requests and motions." She stated, after years of requests, there are still missing documents. There is no Quickbooks programs or any online documents that can be viewed.

Mark Martin would like the membership to be able to see financials as well as meeting minutes.

Kayle Grott and Phillip LaCrosse stated that there seems to be many vague miscellaneous charges and a detailed statement is what they would like to see.

Steven said that a general ledger came with information about the World Show & General account recently. Chuck Cryderman asked if the information came from an accountant, others stated they believed they were directly from Quickbooks. Sierra Covell told the members that she took the information from a basic spreadsheet and herself put it into Quickbooks, so that it could be at least minimally useful.

Kathy Lindsey stated that she felt it was the board's responsibility to know the financial information. Many members of the board stated we can only ask for the information. The executive director is the only person with the information and she will not produce the data.

Shannon stated that leads us to our next topic which is the Executive Secretary position.

Dan Jones asked when the position of Secretary become the position of Executive Secretary?

Steven Davison replied that in 2016 the concept was introduced and in February 2017 the board voted to change the position title.

This position came from the audit and that a job description with board verification was created. This position should be a yearly position with annual reviews.

Linda Harmon stated that when she was on the board there was an executive committee that tried to review this position and they were unable to gather information as well. She stated "If you can't get any information, you can't review it."

Shannon Cobbs read the 10 page Powerpoint job description that was developed by the executive director and 2 BOD members at that time.

Tanya Connors suggested that if there is poor performance a letter be given explaining the problems and that they should be corrected immediately. If correction is not accomplished, more severe measures should be taken. She stated documentation is needed to protect the association from legal action. Linda Harmon stated the emails, requests and demands are the needed documentation, for notice of poor performance.

Mike Taft stated it is not personal, it is however about what is best for the association, the membership, and the breed.

Pat Connors and Chuck Cryderman agreed and included due process in writing is imperative. Shannon Cobbs reminded everyone that the difference between board members and the executive secretary are that the executive board is not paid but the secretary is paid. She has expectation that need to be fulfilled.

Tanya Connors suggested if any action takes place that all emails be accumulated in a file and kept for potential legal action.

Kayle Grott, Phillip LaCrosse and Jim Kruipka all stated and verified that both Illinois and Missouri are "at will" states, so that you can fire and hire at will.

Merle Brooks reminded those in attendance that Cathy Behn, the executive secretary, has been and is a great supporter of the Clydesdale breed and she and her family have worked tirelessly for years. In his opinion, the additional workload with added events such as the Youth Congress and the World Shows and useless paperwork might be the problem. The board agreed that there had been more added to her responsibilities, however additional part time staff had been added as well as duties such as the lead horse and the Clydesdale news were no longer being done by her. Her duties had actually been decreased and performance had also been decreased.

Mark Martin stated that members are concerned that if they file complaints that they are blacklisted. Threats of violence, paper problems from the office, black balled in elections. He said he was tired of the association being a "Good Ol'Boys Club", that is enabled by our Executive Secretary and her friends.

Gary Miller suggested that we follow the model of the Belgian Corporation and establish a personnel committee. If this committee is established, Tanya Connors would like to be a member.

Shannon Cobbs also reminded the group that when the promotion was received, the salary was also increased. With this salary increase there was the agreement that the currently outsourced materials would be brought back in house.

At 4:35p Steven Davison asked for the board to go into Executive session.

Meeting resumed at 6:15p with Steven moving to reenter the open meeting, Chuck seconded. Motion passed.

Shannon Cobbs suggested that at this time we were going to move forward with the meeting, the board would be actively working toward a solution; therefore they needed more time.

Shannon stated that he would like 100% consensus with the board. He thanked all members for coming and adding insight on this topic.

Chuck moved to adopt the proposed budget as written, based on last year's budget but will be subject to amendments at the April meeting. Steven 2nd. Unanimous approval.

#### New Business

Sierra Covell made a motion to approve the use of teleconferences until the bylaws can be changed. Mike 2nd

All approved, Motion carries

Linda Harmon asked the question, can Ian Cruickshank run for the board since he is not a U.S. citizen and we are a U.S. Association? She was informed that he has withdrawn his notice to run for the board. It was noted that this is another item that should be examined when the bylaws are revised.

Shannon suggested we move to the topic of the National Sale, which is soon approaching. He asked if we should maintain the rates used last year. All agreed yes

Dwayne Chupp was in attendance and he being the representative, suggested that we maintain the same spaces for each event.

He stated that Budweiser was not bringing the normal large quantity of equipment, asked if new tack could be accepted. The previous rule was that no new equipment was allowed. The sale committee which consists of Greg Bagley and Shannon Cobb determined that it would be fine to accept the new tack, since many appreciate that option.

It was suggested that we look at driving time and create more organization for that time period. This is important to our buyers and it needs accommodating.

It was also mentioned that we need great internet service to be able to broadcast the sale.

Dwayne said that should be no problem as it is available through the MEC Center, we just need to make requests for it and since he is not aware of the cost, we need to check on that. We will also need to find someone to run the technology.

Additionally it was brought to attention that Budweiser will only be providing beverages, no appetizers or servers, including beverage servers. We will need to be sure that a license is procured for the time period alcohol will be served. Dave Hennen and Bob from Shipshewana Harness previously had done this job.

Dennis Johnson reported that only 625 tickets will be sold this year, no holding of tickets will be allowed.

Preferred paid seating will be available this year but the association needs to find someone to monitor entrance. Dennis and Linda Johnson will be taking on other responsibilities.

Chuck moved to adjourn the meeting, Mike seconded..

Meeting Adjourned at 6:30 pm

Minutes Respectfully Submitted  
Tracy Taft  
March 18, 2019

