

Rocky Mountain Llama and Alpaca Association, Inc.

Board Meeting Minutes – January 17, 2017

The meeting was called to order at 6:40 pm MST. A quorum was met. Present were Lougene Baird, Beau Baty, Dick Williams, Geri Rutledge. Jeanne Williams was excused and submitted proxy for budget.

Bookstore General Op	\$	1,266.96
CFL&A Production Savings		4,059.49
Corporate General Op		4,119.87
Credit Card depo acct/Fiber sales		68.51
Insurance Reserves		6,346.89
Life Member Reserves		4,772.87
Liquid Asset		20,263.29
Marketing/Research Reserves		6,877.15
Premier Time Savings		23,677.18
Youth Reserves		1,004.05
TOTAL CASH	\$	72,456.26 as of 1/15/2017

Treasurers report:

Bookkeeper report from Marilyn Arnold reporting the income and expenses for November have been sent to the Board for review. No questions were asked.

MOTION: Accept the treasury reports as submitted. Motion by Beau, Second by Lougene – Passed.

Financial reports were forwarded to the BOD for review.

Secretary Report. The minutes for the November Board Meeting were reviewed, approved and posted to RMLA.com.

Committee reports

Bookstore - Lougene Baird - Liaison. The longtime manager of the Bookstore, Jan Adamcyk, has resigned. Ron and Elizabeth Hinds moved all Bookstore inventory and accounting records. For now, Marilyn Arnold, RMLA Bookkeeper will assume doing the books for the Bookstore by organizing files on her computer, close out yearend 2016 and prepare the Bookstore financials for the CPA to use in 2016 tax prep and filing. Ron Hinds will oversee shipping CFL&A and Youth Manual sales. We wish to thank Jan Adamcyk for many years of professional service to RMLA. The files have been transferred to flash drive and forwarded to Marilyn Arnold. General discussion on dispersal of existing inventory. Beau to take a max of 12 copies of CFL&A to events he's attending to try to sell them. A get well card has been sent to Jan Adamcyk.

Bylaws – Dick Williams. The Following is the results of the Special Ballot for Bylaw change. The measure did not pass. The results were sent in an e-blast to members is as follows.

Ballots on the proposed amendment to the By-Laws were to be post marked no later than 12/30/16. On 1/10/17 (11 days later) no new ballots had been received for three days and more than ample time had elapsed for delivery of any ballot mailed by the 30th to have been delivered. Therefore, a committee composed of members Dick & Jeanne Williams, Janis & Paul Day and Pat Bradstreet did a final tabulation of the ballots, the results are as follows -

Article X of the current By-Laws states - "Amendments. These By-Laws may be amended at any annual business meeting or special meeting called for such purpose, by two-thirds vote of those present per Section 4.6 and Section 4.7, or by written ballot as provided in Section 4.7."

Section 4.6 states in part - "Quorum. Five percent (5%) or more of the members in good standing, in attendance or represented by proxy, shall constitute a quorum."

Section 4.7 states in part - "Balloting. A written ballot may be used in lieu of an official vote at a meeting. There must be a sufficient number of returned ballots to establish a quorum."

At the time the ballots were mailed the voting membership totaled 230. Five percent (5%) would be 12 (11.5) - as 101 ballots were received a quorum was met.

We find that the current By-laws are unclear if Article X ("two thirds vote of those present...") refers to the total number of voting members or the total of returned ballots in the event of a written ballot, but in any event, two thirds of the returned ballots would be 68 (67.33) and two thirds of the voting members would be 154 (153.33). As the votes favoring the proposed amendment totaled 56, reaching neither mark, the proposed amendment did not pass.

*For the proposed changes to the By-Laws - 56
Against the proposed changes to the By-Laws - 45*

Calendar – Dick Williams. Lisa Blider, Chair. Review the proposal for the 2018 calendar. Suggestion: Sell calendar ads for \$25 each that will include a business card in the spring Journal. Journal staff agrees with this. Board members agreed.

MOTION: Approve plans for 2018 calendar – moved by Geri, second by Lougene, passed.

E-Communications – Lougene Baird and Beau Baty, Co-Liaison. Ron Hinds, Chair. Judy Glaser requested that a slide show be put together about RMLA and llamas to be shown on the Jumbo-Tron in the arena at the National Western Stock Show during the Llama events. Ron emailed three dozen 1080px X 720px photos to the NWSS. These photos were enjoyed by all attending the event.

e-blast – all pending e-blasts have been sent to members.

website – RMLA.com - Most popular day of the week for visits is Monday.

The website is being prepared for new member information following renewal time.

Facebook

Education – Jeannie Williams. Mary Vavrina, Chair.

Events/Marketing – Dick Williams. Mary Wickman, Chair.

Fairplay Event. Several months ago, Ron Hinds and Kathy Stanko took saving the Fairplay event upon themselves and are determined to see that Fairplay not only continue but become better than ever. They reviewed notes from the past and believed that many small tasks done by more volunteers are better than a hand full of folks doing everything. They organized tasks in a spreadsheet that was just an idea and presented it to the members present at the Annual Meeting. Positive comments were received. A form for members to volunteer has been developed with a description of each task has been sent to the BOD. With BOD approval, the sign-up form will go "live" on RMLA.com.

MOTION: Approve the Fairplay volunteer spreadsheet and post to RMLA.com. Send e-blast to the membership to announce that the Fairplay volunteer form has been posted. Motion by Beau. 2nd by Dick. Motion passed.

Pending BOD approval of the sign-up form a budget based on previous year's income and expenses will be submitted to the BOD.

Fiber – Geri Rutledge – Liaison. Cheryl Juntilla and Jill Knuckles, Co-chairs. The committee would like to attend the Fiber Shows at Estes Park, Salida and Taos. A double booth is being applied for all shows. A silent auction is being planned for Estes Park.

Finance – Geri Rutledge – Liaison. Marilyn Arnold, Chair. No issue to present to the BOD now. The 1099's and the Form 1096 for the Bookstore have been prepared for IRS reporting and will be mailed next week. Geri Rutledge, as RMLA Treasurer, is now the contact for Federal filing.

Journal - Lougene Baird - Liaison. Kathy Stanko and Ron Hinds, co-Editors. The winter Journal was mailed to members on time. Content was educational and informative. The Committee would like BOD approval to expand the spring issue to 36 pages if possible. Also, the Committee would like to know how many extra Journals to print for distribution at events. Selling ads, staff has sold a full-page ad for spring and a full year ½ page ad. Staff will design the ads at no fee to the advertisers.

**MOTION: Expand the spring Journal to 36 pages. Motion by Dick 2nd by Beau.
Motion passed.**

Library – Dick Williams. – There have been no new requests for Library materials since the last Board meeting. All material is present except for some donated VHS tapes donated by the Switzers that Ron Hinds has for conversion to CD's. We have also received four books donated by Barb Hance – 'The Complete Alpaca Book' (Hoffman), 'Alpaca Field Manual' (Evans), 'Llama & Alpaca Neonatal Care' (Smith, Timm & Long) and 'Animal Breeding and Production of American Camelids' (Escobar).

Membership – Dick Williams, Chair. Membership renewal notices were mailed to all members on January 6th and renewals have begun to come in. The Association currently has 162 memberships totaling 248 members. There have been five (5) new memberships with seven (7) new members since the last Board meeting.

Nominations and Elections – Beau Baty – Liaison. Christina Abel, Chair. First call for nominations – April 1st.

Pack – Beau Baty – Liaison. Susi Hulsmeyer-Sinay, Chair.

Youth and 4-H - Geri Rutledge - Liaison – Marshal Rutledge, Chair. The 2017 YAP was approved in late 2016. \$1004 remains in the Youth awards account. It was requested of Ron Hinds to produce certificates for each Youth that participates. Ron recruited Kathy and Marilyn to write the language and proofing. Awards are slowly being presented. Stall mats have arrived. Belt buckles will not be presented until the end of the month. Ron is updating the 2017 YAP on the RMLA website.

II. Old Business –

- A. Review Budget – RMLA finished the year in line with last year's budget in a large percentage of categories. Points for discussion
 - Continue to sponsor NWSS and EPWM llama shoes at \$250 each
 - Continue to sponsor Sharon Beacham Fiber Award to be awarded at Estes Park Wool Market in the amount of \$100. (There are 5 of the 8 available spaces left on the trophy.)
 - Expand smaller sponsorships to other smaller events
 - Readdress the 2nd fiber booth – Extensive general discussion on the benefits of paying for a second booth space. Board voted not to fund additional booth space at fiber events.
- B. The budget was finalized.
- C. Review Bylaw changes to for major revisions in Spring 2017. Target date for vote on By-Law revisions – April 15th to May 1st.

III. New Business

- A. **MOTION: Make the following motions which were approved by e-mail since the close of the last meeting a matter of permanent record. Motion by Dick. 2nd by Geri. Motion Passed.**
 1. MOTION: Approve the Golden Plains Llama Conference to be held February 4, 2017, in McPherson, Kansas, organized by Patti Morgan as a returning RMLA event. Motion by Lougene. 2nd by Geri. Motion passed November 24, 2016.
 2. MOTION: Approve the Stars and Stripes Show to be held April 29, 2017, in Waco, Nebraska, organized by Jim Rutledge as a returning RMLA event. Motion by Lougene. 2nd by Geri. Motion passed November 24, 2016.

3. MOTION: Approve Camelid Kids Llama & Alpaca Camp to be held June 23 & 24, 2017, in Waco, Nebraska, organized by Geri Rutledge as a returning RMLA event. Motion by Lougene. 2nd by Geri. Motion passed November 24, 2016.
4. MOTION: Approve the minutes of the October 10, 2016 Board of Directors minutes. Motion by Geri. 2nd by Lougene. Motion passed November 25, 2016.
5. MOTION: Approve minutes for November 2016 Board meeting. Motion by Lougene. 2nd by Geri. Motion passed November 25, 2016.
6. MOTION: Approve Lisa Blider as Chair of the RMLA Calendar Committee who will oversee gathering photos and ads, working with layout and design, tracking inventory, distribution and reporting to bookkeeper. Motion by Geri. 2nd by Lougene. Motion passed November 25, 2016.
7. MOTION: Approve Winter Wonderland to be held on December 17, 2016, in Waco NE and organized by Geri Rutledge as a new RMLA educational event with lamas. Motion by Dick. 2nd by Beau. Motion passed December 4th, 2016.
8. MOTION: Approve an RMLA Guard Llama Booth and the Ag Expo 2017 to be held February 4, 2017, in Rifle, Colorado, as a new educational event organized by Linda Hays. Motion by Dick. 2nd by Geri. Motion passed.
9. MOTION: Approve 2017 NWSS Llama Show to be held January 5 through January 8 in Denver CO, organized by Judy Glazer and Becky Leach with Kurt Glaser as alternate organizer as a returning educational event. Motion by Lougene. 2nd by Geri. Motion passed December 4, 2016.
10. MOTION: Pay \$250.00 for show sponsorship to the NWSS Llama Show. Motion by Lougene. 2nd by Dick. Motion passed December 5, 2016.
11. MOTION: Pay Montana Silversmith \$439.20 for invoice for buckles for the Youth Awards Program. The award will be funded by the Youth Awards Program reserves account. Motion by Lougene. 2nd by Beau. Motion passed December 6, 2016.
12. MOTION: Reimburse Lougene Baird \$272.75 for postage, color printing and supplies for the 2016 Special Ballot. Motion by Geri. 2nd by Beau. Motion passed December 8, 2016.
13. MOTION: Move to approve payment of the costs (\$726.79) for printing and mailing the Winter Journal. Motion by Dick. 2nd by Beau. Motion passed December 13, 2016.
14. MOTION: Reimburse Lougene Baird for receipt showing the Colorado Periodic Report in the amount of \$60 has been paid. Motion by Beau. 2nd by Jeanne. Motion passed January 7, 2017.
- B.** Discuss how to go about major Bylaw changes – for major revisions in Spring 2017. Dick is the new Chair.
- C.** Discuss Linda Hayes' request concerning ILR and RMLA Youth Manual. She has suggested that the ILR put a link to RMLA where interested folks can purchase from RMLA directly. Need to reprint as approximately 24 remain.

VII. Motion to close meeting. Motion by Dick. Meeting closed at 8:04 pm MST.

The RMLA Board may convene in Executive Session to discuss items on this agenda, personnel matters or consult with its legal or accounting counsel.