

# Rocky Mountain Llama and Alpaca Association, Inc.

Board of Directors Meeting – October 10<sup>th</sup>, 2016 - 6:30 PM RMT

The meeting was called to order at 6:45 pm RMT. A quorum was met. Present were Lougene Baird, Dick Williams, Geri Rutledge, Jeanne Williams, Beau Baty.

This Board Meeting was held following the Annual Meeting which was held October 8<sup>th</sup> in Denver CO.

Topics: Elections – results, select officers  
Ad for Grand Nationals  
Motion for Special Ballot  
Bylaw Change discussion

## **ELECTIONS:**

President Lougene Baird  
Vice President Beau Baty  
Treasurer Geri Rutledge  
Secretary Dick Williams  
Director at Large Jeanne Williams

**Motion: Approve the selection of officers for 2017. Motion by Geri Rutledge. Second by Jeanne Williams, motion passed.**

Dick Williams will write an email for the membership to advise of position announcement. Selection of Committee Liaisons will be held at the next board meeting.

## **AD FOR GRAND NATIONALS:**

It was suggested by members at the Annual Meeting that RMLA place an AD in the show book and have the CFL&A books available for sale at the event. This information was then researched. To place an AD in the show book, you would need to be a sponsor of the event, and make a donation to ALSA, Alpaca Llama Show Association. To sell items during the event, you would have to be a Vendor and pay the vendor fee.

**Motion: Spend \$110 advertising rate on the ALSA Show book should we be able to work out the details. Motion by Dick W. Second by Beau Baty, motions passed.**

It was later learned with these restrictions, and member's time constraints of those already involved with the Grand National Show this idea of having the CLF&A books available, and place an ad, or have a vendor display area is not an option for RMLA at this time.

## **MOTION FOR SPECIAL BALLOT:**

Secretary Report. The Annual Meeting was held in Northglenn Colorado on October 8<sup>th</sup>, 2016. Ten RMLA members were present at the meeting. They were Geri Rutledge, Jim Rutledge, Ron Hinds, Marilyn Arnold, Lisa Blidar, Marcie Agnew, Wally Juntilla, Cheryl Juntilla, Jerry Dunn and Barbara Hance.

Cheryl Juntilla presented with 13 Proxy Votes.

Barb Harris, Betty Hollman, Terryll Hollman, Jill Knuckles, Robert Knuckles, David Lockwood, Sandra Lockwood, Mike Morgan, Patti Morgan, Leslie Schubert, Steve Shubert, Karen Schwartz, Karen Schwartz. (#13 on file with secretary.) Missing is one from Bob Burton that Marcie advised of.

Geri presented with 19 Proxy Votes.

Brent Holt, Dick Williams, Jeannie Williams, Ron Baird, Lougene Baird, Kathy Stanko, Glenn Stanko, Linda Hayes, Al Ellis, Sondra Ellis, Karen Kinyon, Henry Rivera, Janet Rivera, Stacey Byers, Karen Conyngham, Christine Abel, Gayle Woodsum, Gerald Pecka, Hans Arnold. (#19 on file)

During the annual meeting with 10 of the 213 current VOTING MEMBERS in our Organization, a motion was made to make changes to the RMLA Bylaws. While the motion did not pass, it was requested that the membership be advised of such request and all members be allowed to vote on any said changes

During the Annual Meeting the following motion was made:

Motion by Cheryl Juntilla, seconded by Marcie Saska-Agnew, to adopt the following Amendment to Article V of the RMLA Bylaws: Article V – Directors

Section 5.1 Board of Directors. The Board of Directors shall be comprised of not less than four (4) nor more than **five six (56)** members. Their election shall be annually by the general membership. One-third of the Directors, or as near one-third as possible, shall be elected each year. **Notice of the election and a Call for Candidates shall be sent via e-mail to all members at least three times, with the first notice at least 90 days prior to the starting date for voting.** All Directors must be adult members in good standing. **No more than one person from each membership as defined in Section 3.1 may serve on the Board of Directors at a time. Business partners, spouses, domestic partners and immediate family members may not serve concurrent or consecutive terms on the Board of Directors.**

Section 5.2 Term of Office. The term of office will be for a period of **three two (32)** years. Directors may serve for an unlimited number of terms. , **provided that a one year absence from the Board shall occur after any two consecutive terms.** Newly elected Directors shall be installed or announced as the last order of business at the Annual Meeting **for the year** in which they are elected.

After discussion, a roll call vote was called. Votes in favor: Lisa Blidar, Bob Burton (by Proxy), Marcie Saska-Agnew, Wally Juntilla, Cheryl Juntilla, Jerry Dunn, Barbara Hance, Barb Harris, Betty Hollman, Terryll Hollman, Jill Knuckles, Robert Knuckles, David Lockwood, Sandra Lockwood, Mike Morgan, Patti Morgan, Leslie Schubert, Steve Schubert, Karen Schwartz and Paul Schwartz. Votes opposed: Geri Rutledge, Jim Rutledge, Ron Hinds (and proxies from 18 members). Abstained: Marilyn Arnold. Vote resulted in a tie. NOTE: The motion required a 2/3 approval vote and therefore failed.

Motion by Cheryl Juntilla, seconded by Jerry Dunn, to present the proposed Amendment for a vote of the general membership via a special election to be held by the end of this year. Unanimously approved.

\*\*\*\* End of Annual Meeting discussion\*\*\*\*

**BYLAW CHANGE DISCUSSION.** After researching the last bylaw change concerning terms of Officers, it was discovered a change from 2 years to 3 year terms was approved by the membership and became effective October 20, 2007. Paul Schwartz was president and Cheryl Juntilla was Secretary (the remainder

of the Board was Larry Lewellyn VP, Bob Hance Treasurer and Steve Quackenbush Director at Large.) Lougene Baird was Bylaw Committee Chair.

The current members of the RMLA Board of Directors all have the same concern at this time. Geri Rutledge shared that attending the Annual Meeting with only 10 members in the room does not represent the entire membership.

Because of proxies from members who were not there to participate in discussing is the only reason a quorum was met.

Secondly, the new business was not presented to the Board prior to the meeting. This is of great concern to the Board and all members it represents.

Geri addressed the 10 members present and said that any changes of the bylaws or conducting business that would affect the financing of the Organization, needs to be presented to the entire membership, not a group of 10 which could possibly change the face the organization.

With that, the Board discussed other bylaw changes that have been pending and were planned for the Spring of 2017. Having the motion to get a special ballot at the end of the year was made at the Annual Meeting.

The Board is in agreement that it also has a duty to our members to be complete in suggesting any and all changes, and accomplish this in one change. A mailing goes out to the members in January for renewal of memberships.

Each board member was tasked with looking up the bylaws and reviewing the minutes of the recent Annual Meeting for future discussion.

VII. Motion to close meeting. Motion by Dick Williams and second by Geri Rutledge. Meeting closed at 8:08 pm RMT.

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