

Board of Directors Meeting Minutes—June 23, 2022
Pygora Breeders Association (PBA)
3rd Quarter

Call to Order

With all Board members reporting Present, the Third Quarter PBA BOD meeting was called to order at 4:41 pm, June 23, 2022. Due to the many conflicts and busy summer schedules, the PBA 3rd Quarter Meeting for 2022 was set to begin on Jun 23rd, rather than the usual time of early July.

BOD members present: Nan Nichols, Kari Schroeder, Beverly VanHook-Schrey, Natalie Houston, Fran Bishop, Roger Minniear, Wade Oliver, Ruth Hawkins, Dale Groff

Members following: Kira Marks (Fiber Committee), Robin Oliver (Show Secretary), Kelly Shields (Newsletter Editor), Erica Johansen (Merchandise Committee)

Minutes

Minutes from Quarter 2 BOD meeting held in April 2022 were presented by Secretary Beverly VanHook-Schrey on June 24 and approved with updates.

Welcome & Introduction - New Directors

Officers for the upcoming year were confirmed in a closed session on June 24 with current BOD volunteers continuing in their roles:

President - Nan Nichols
Vice President - Ruth Hawkins
Secretary - Beverly Van Hook-Schrey
Treasurer - Fran Bishop

President Nan Nichols announced that PBA is fortunate to have nine members volunteer as Directors for the PBA Board as she thanked returning members and welcomed new board members. She thanked Beverly Van Hook-Schrey for returning to represent Region 3, Kari Schroeder for agreeing to stay on to represent Region 1, and Roger Minniear for stepping up as a director for Region 2. She thanked and welcomed Wade Oliver for filling our third "At Large" opening this year.

Nan welcomed member input as she announced that at all PBA board meetings members are welcome to share comments with our board, or to post questions about the meeting procedures or platform.

Treasurer's Report

The Treasurer's Report was approved as presented by Treasurer Fran Bishop on June 25. Nan noted that due to the timing of the Quarter 3 meeting, this Treasurer's Report covers two complete months, while the Quarter 4 meeting will probably cover 4 full months.

Old Business

--"Pro-Bono" Legal Assistance

To provide members access to information and a chance to offer comments/questions, on June 27, Nan posted information regarding an "extra" Board meeting discussion that took place shortly after the Quarter 2 meeting and resulted in a Board decision to hire Mr. Eric Zacks, an attorney with Wolfson Bolton PLLC and an Associate Professor of Law at Wayne State University Law School, to provide legal advice to PBA. Mr. Zacks offered to provide PBA with *limited pro bono assistance* as outlined in a Letter of Engagement shared with the PBA BOD. Although the offer for up to 10 hours/year has a dollar value in excess of \$5500, Mr. Zacks made the offer with the goal of not putting PBA into "billable time", and as long as we only need occasional advice, we should never exceed the need for 10 hours.

PBA sought sound legal advice on a few occasions since 2016, including hiring an attorney to assist with filing for incorporation, seeking federal trademark protection for the term "Pygora®", and "pro bono" advice for a few other issues including "inurement" and the responsibility of the PBA organization required to protect their trademark.

With board approval, President Nichols signed a "Letter of Intent", making Mr. Zacks' offer official.

Committee Reports

Committee Reports were approved as presented by Vice-President Ruth Hawkins.

PBA 2022 June/July Committee Reports

Webmaster: Nan Nichols

Since the April 2022 board meeting, the website was updated to reflect changes in board members/terms, updates for 2022 sanctioned shows/dates, and a minor revision of the "PBA History" section on the PBA website as approved at the April 2022 PBA Quarterly Board Meeting.

Judge's Training Committee: Liza Sanford-Crane, chair

We currently have no new judge candidates. The 3 we had prior to Covid have dropped out for one reason or another. The JTC submitted a short article for the June Newsletter - From the Judge's Perspective.

Fiber Committee: Amanda Sadowski, chair

Nothing to report

Merchandise Committee: Erica Johansen, chair (submitted by Ruth Hawkins)

The Merchandise Committee is finishing up the pre-order sales. The shirts and signs that were pre-ordered have arrived, are packaged and are awaiting postage to be shipped out. We appreciate everyone's patience, as this order has taken longer to fill than normal due to supply issues and time restraints.

PR Committee: Robin Oliver, chair

The PBA PR Committee tackled a few activities this spring. We worked with member and volunteer Korina Goff on the development of a 35th anniversary logo for the PBA. Will also used a portion of our budget to purchase a quarter page advertisement in the “Goat Issue” of Ply Magazine, which hit mailboxes in March. The issue also featured an article about Pygora fleece that had been in development since mid 2021. The article was an excellent review of Pygora fiber by a fiber artist and spinner who sampled A, B and C type fleeces, processing each from a sample of raw fiber.

The advertisement highlighted 35 years of the Pygora Breeders Association and pointed people to the Pygora Breeders Association website.

The PR committee also discussed and considered inviting members to participate in a “Spring Open Farm” program. The idea was to have multiple farms across the country invite local visitors for an open farm over the course of 2 to 3 weekends and to advertise the activity on the PBA Facebook page and provide templates for fliers and advertisements for individual farms to advertise their program. Due to timing, the committee did not proceed with this idea but would like to consider revisiting the idea for Spring 2023.

Secretary’s Job Description Updates

Following discussion of possible updates to the PBA Secretary’s job description, the following updates were recommended:

Secretary

- ~~1. Makes a recording of all Board meetings. When needed, a recorder, tapes, batteries, etc. will be provided by PBA. Meeting tapes and e-mail logs will be maintained for five years, then sent to the Registrar for storage.~~ Participates in all Board meetings. Chooses appropriate techniques to keep track of meeting discussions.
- ~~2. Writes up the M~~minutes for all Board meetings, ~~and insures~~ ensures they are available to review at subsequent meetings-
- ~~3. Sends drafts of minutes to all Directors for approval. Directors will be given 7 days to provide input. Upon approval by the majority of the Board members, copies will be sent to all committee chairs, the Newsletter Editor for publication, and the~~ As needed, sends a copy of the Minutes to the Webmaster for posting on PBA’s website, following approval at a Board meeting.
- ~~4. Takes care of all official Board correspondence and sends copies to the Registrar at the end of the year. - -~~

Motion 22-4: PBA Job Description Update: Secretary

Maker: Fran Bishop

Second: Beverly VanHook-Schrey

I move we accept the changes to the Secretary job description.

Beverly VH-S - approve

Kari S - approve

Roger M - approve

Ruth H - approve
Natalie H - approve
Nan N - approve
Wade O - approve
Dale G - approve
Fran B - approve

Treasurer's Job Description Updates

Following discussion of possible updates to the PBA Treasurer's job description, the following updates were recommended:

Treasurer

1. Holds responsibility for the administration of the financial affairs of the Association, and designates the Registrar as his/her assistant to invoice and receive payment for services on behalf of the PBA.
2. Receives monthly updates from the Registrar ~~and reviews the cash receipts journal, cash disbursements journal, copies regarding itemized income and expenses.~~
3. Receives and processes all invoices for authorized PBA expenses for payment due, including from PBA volunteers (Newsletter Editor, President, Merchandise Committee members, Show Secretary) or outside vendors (printers, insurance agents, etc).
3. Files and keeps records of all bills, copies of tax forms filed or taxes paid, copies of bank statements & reconciliation sheets, copy of check register for all accounts
4. Files a renewal and pays fees yearly for maintaining PBA incorporation (state of KS).
3. ~~Receives from the Registrar and reviews monthly financials, making recommendations as necessary.~~
4. Notifies the Executive Board immediately of any required reporting or documentation that is more than five days overdue.
5. ~~Works with the Registrar on the development of annual budgets and financial reports prior to Board meetings.~~
6. Works with the President, Registrar, and the board of directors in the decision-making process on authorizing new expenditures and recommending means for increasing revenues.
7. Presents detailed financial reports with assessment of current budget status and recommendations at each Board meeting.
8. Serves as financial advisor to other PBA volunteers (PBA Newsletter Editor, Breeders Book Editor, Show Secretary, etc.).
9. Countersigns checks over \$1000.00.
10. Keeps a copy of all yearly billable contracts ~~and presents them for review at the January Board meeting.~~ and submits them to the Archivist at the end of each calendar year.

Motion 22-5:

Maker: Fran Bishop

Second: Beverly VanHook-Schrey

I move to accept the updated Treasurer's Job Description.

Fran B - approve

Roger M - approve

Beverly VH-S - approve

Wade O - approve

Dale G - approve

Nan N - approve

Natalie H – approve

Ruth H - approve

Adjournment

With October 3 set as the Quarter 4 meeting date, the BOD adjourned their Quarter 3 meeting on July 1, 2022.

Maker: Beverly VanHook-Schrey

Second: Ruth Hawkins

Respectfully submitted,

Beverly VanHook-Schrey

Secretary