

# American Dexter Cattle Association

## Board of Directors Meeting

### August, 2022 - 7 pm CDT

President – Laaci Louderback	Youth Dir - Elissa Emmons	Region 7 – Jennifer Hunt
Vice Pres – Becky Eterno	Webmaster - Ray Delaney	Region 8 – Mark Chaney
IPP - Jim Woehl	Region 1 – Skip Tinney	Region 9 – Kim Newswanger
Secretary - Carole Nirosky	Region 2 – Stefani Millman	x Region 10 - Santiago Lizarraga
Treasurer – Roberta Wieringa	Region 4 – David Cluff	x Region 11 - John Wallace
Registrar - Jill Delaney	Region 6 – Kimberly Jepsen	Region 12 – Kevin McAnnany

\*designates member absence.

- 1) The board meeting called to order by Laaci Louderback at 7:05 pm central.
- 2) Roll call was taken
- 3) Reports:
  - a) Treasurer’s Report - Roberta
    - Total liabilities & equity \$382,945.85 as of June 30, 2022 – no questions were asked regarding the treasurer’s report.
    - Roberta received a refund from the insurance company for adjustments to the liability insurance.
    - Deposit was paid to Utah State fair for the 2023 Expo.
    - Jennifer Hunt made a request to change line-item to reflect correct spending for the AGM and Expo now that the AGM is being held separately. Roberts will adjust the chart of accounts.
    - Jennifer Hunt stated that the Houston Dexter open show has been canceled so the Texas Dexter Breeders Association is trying to put together a new show. Jennifer asked about insurance coverage through the ADCA policy. Roberta stated that stand alone shows may be covered at an additional cost through our insurance. Currently, only the ADCA expo, Missouri Dexter Breeders and Ohio Valley Dexters Breeders Association are included on the current policy.
  - b) Registrar’s report – Jill Delaney
    - Total Membership end July 2022 – 1602 (40 paid / 56 new)
    - Total Membership end July 2021 – 1583
    - Registration comparison from 2020 to 2022
      - Females: 2020: 1409 / 2021: 1458 / 2022: 883
      - Males: 2020: 400 / 2021: 492 / 2022: 287
    - Jennifer Hunt questioned the amount of steer transfers completed in a year and wanted to make sure the fees charged are enough to cover all of the rising costs including postage, paper, print and compensation. Jill stated that steer registrations are very few and the five-dollar cost covers expenses, she also said the board should consider raising the fee for replacement certificates due to rising costs.

July 2021 Totals			July 2022 Totals		
Sales Invoice Totals			Sales Invoice Totals		
Inventory Item	# Units	\$\$Amount	Inventory Item	# Units	\$\$Amount
Steer Transfer	7	35.00	Steer Transfer	2	10.00
90DayWebAd	5	150.00	90DayWebAd	5	150.00
Reg	110	2750.00	Reg	111	2775.00
Late	6	270.00	Late	9	405.00
Tran	197	3940.00	Tran	189	3780.00
Over/Under Payment	5	170.00	Prt Duplication Certs	3	9.00
Prt Duplication Certs	10	30.00	Dues	35	1400.00
Dues	21	835.00	Expo Items	1	70.00
Family Membership	7	385.00	Family Membership	3	165.00
Associate Membership	2	75.00	Associate Membership	1	40.00
Jr Membership	4	40.00	Jr Membership	2	20.00
Bull Registration	40	2000.00	Bull Registration	29	1450.00
Steer Registration	3	15.00	Youth Donation (Jr)	1	10.00
Rush Charge	3	30.00	Steer Registration	6	30.00

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- Jill has been bogged down with lots of emails and phone calls from members inquiring about their registrations or transfers. She asked the board to remind their members to be patient and stated that registrations typically take four days to complete. If a registration is delayed it is most likely due to missing information and those registrations are put back into the system and processed in the order the missing information is received.
- Jill advised sellers to register their animal before it is sold to ensure a smooth and quick transfer transaction to their buyer.
- Jill maintains a detailed list of problem registration requests. Some of these cases are very time consuming and can take weeks to process. Mark Chaney suggested that Jill should contact regional directors for help with the problem registrations when reasonable.
- The board discussed the importance of increasing education for members about registration. Dave Cluff suggested creating a section in the bulletin for the registrar to highlight registration and transfers details.
- Jill said the authorized representative form (ARF) is being miss-interpreted by some breeders who are giving one to every buyer. The ARF was put in place for extenuating circumstances, allowing a breeder the ability to assign an individual the authority to register animals for their herd as a general practice. It was not put in place to give every buyer authorization. Kimberly Jepsen proposed for the board to review and clarify the use for the form sometime in the near future.

4) Continuing Business –

a) Youth Virtual Show plan B - Elissa Emmons

- The third-party company's cost to produce a virtual show is \$2500 for up to 150 entries. Elissa stated the ADCA has hosted video shows in the past and suggested they could reasonably put a show for a substantial savings without the help of an outside vendor. She would like to open the virtual show up to both youth and adult entries. Kimberly Jepsen said including adult entries could be beneficial.
- Discussion was held about hosting and running a video show in house. Jim Woehl indicated that the 2020 show was a tremendous amount of effort to produce, based on input from Rick Seydel and Kimberly Jepsen. Dave Cluff suggested moving forward with a smaller youth only show allowing time to get a system in place before including adults. Jim requested that Elissa and Stefani Millman team up with the show committee to further investigate and create a plan for hosting a video show.

b) Registration Fees – Skip Tinney

- Skip expressed his gratitude to the board for their input and consideration of his proposal to reduce the registration fee for bulls that was presented at the August board meeting. Skip asked the board to take a vote and send the proposal to the budget committee for evaluation regarding the effects the reduction would have on the budget and finances. A no vote would end the proposal and a yes vote would require the budget committee to investigate and bring their conclusions to the board.
  - Kim Newswanger did not believe it was a budget committee issue. She stated the responsibility of the ADCA is to promote the breeding of high-quality Dexters and she quoted the ADCA Articles of Incorporation, first page under the heading "THIRD": "The nature of the business and the purpose to be conducted and promoted by the Corporation are to encourage the breeding of high-quality Dexter cattle,...and, in general, to protect, improve, develop and promote the interests and standing thereof."
  - Discussion was held about the quantity and quality of bulls being registered in the ADCA before the increase to the fee to register a bull. Totals show that one bull to every two females were being registered before the increase. The numbers fell to one bull to every three females. The increase worked to decrease the bull registration by fifty percent. Dave

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Cluff stated that the increase did exactly what it was proposed to accomplish and that was to lower the number of bulls being registered and for breeders to evaluate their animals before registering. Quality of bulls was discussed, and the board recognized that although some breeders will continue to register animals regardless of conformation, the national herd has shown improvement overall. The ADCA needs to continue educating members about correct conformation. Dave Cluff also said he had great interaction and feedback from members at the 2022 Expo following his presentation on “To steer or not to steer”, he has seen improvements happening and believes the expo and other shows help breeders to learn and make better decisions for breeding and registering.

- Stefani questioned members in her regions and her members were satisfied with the current bull fee and some thought it should be increased. Stefani researched other breed registries and cited information she found. Some registries have increasing charges for registration and transfers based on the age of the animal or when transfers are submitted; for example, a registration completed within 12 months would be \$25, 12 - 24 months \$30, and anything over 24 months would be \$40. Registration fees were the same for both bulls and females. This would encourage timely registrations and transfers. Mark Chaney also researched heritage breed registries, and most did not differ in cost for bulls and females with the exception of Jersey’s, bulls increased up to \$150 according to age.
- Kimberly Jepsen stated that breeders register for two reasons, emotionally attached to the animal or for profit. The higher fee to register a bull can cause a breeder to pause and re-evaluate the bull before making a decision to register. Jennifer Hunt agreed and stated we need to keep educating members. She also suggested more education about how to take a photo for the website. Some photo’s do not do the animals justice. Kimberly stated this will always be an issue due to the addition of new members year after year.
- Jim Woehl agreed with Dave Cluff about seeing improvements in the national herd and the importance of exposing breeders to shows so they can see other Dexters. He also agreed that the additional \$25 has helped many breeders to pause and evaluate before they register a bull, so the increase appears to have accomplished what the board set out to do for the registry.
- Kimberly Jepsen received feedback from only one member, they would like to see the same registration fee for bulls and females.
- When questioned, Skip Tinney stated his proposal was initiated based on member input regarding the higher cost to register a bull. Skip said other thoughts prompted the proposal such as the rising economic cost, the size of the ADCA bank account, the fear of the breed changing based on the influence of affluent breeders, fear of the loss of genetics in the national herd due to show cattle moving towards a beefier phenotype. The Angus and Hereford breeds have changed dramatically from the original standards and does not want to see that happening with the Dexter breed. Skip stated there is a market for a thousand-dollar bull, but the \$50 fee may cause breeders to refrain from registering and buyers from being able to locate a reasonably price bull. Skip also stated that he did not think it was the boards responsibility to regulate who can and can’t register a bull.
- Dave Cluff acknowledged that he agreed with almost everything Skip stated with the exception of who can and can’t register a bull. The board does not regulate the type of bulls that are registered and who can or can’t register. He appreciated the genetic diversity within the Dexter breed.

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- Jim Woehl commented that the dramatic changes in other breeds were mostly due to upgrading and with the introductions of genotyping we have stopped any type of upgrading in Dexters.
- Jennifer Hunt said we have no way to measure if the fee increase for bulls has properly helped the breed. The best thing the ADCA can do is to educate members and suggests sending this proposal to the education committee. A discussion was held about ideas for good bull conformation.
- Skip Tinney made a motion for the board to vote on whether the proposal to reduce the bull fee is worthy of sending to the budget committee to review. A yes vote would send the proposal to the budget committee, a no vote would stop the proposal from going any further. Discussion was held about the expectations of the budget committee review. Following discussion Skip amended his proposal. Skip Tinney made a proposal, Kevin McAnnany 2<sup>nd</sup>, for the board to vote yes to move forward with discussion about reducing the bull fee for registration or to vote no to end discussion of this proposal. The motion failed by means of a majority vote.

5) New Business

- a) Expo 2024 – Kimberly Jepsen has not received a contract from Stillwater, OK for the 2024 expo. Following a recent visit to the Mayes County Fairgrounds she was made aware of availability for the dates we would need for the 2024 ADCA Expo. She believes the cost would be much lower due to the discount residents receive to use the facility. The board asked Kimberly to get exact cost information and present it to the board as a new option.
- b) 2022 Virtual AGM preparation –
  - The taskforce consisting of Kevin McAnnany, Jennifer Hunt, and Carole Nirosky met recently to begin planning for the 2022 Annual General Meeting (AGM).
    - The meeting will be held via zoom. Members need to sign-in to the AGM according to the ADCA bylaws. Members will enter a waiting room first, they will be muted upon entry to the meeting and instructed to sign into the chat feature with their name and member number so we can keep track of attendees and eligibility when it is time to vote for members at large. Members need to be signed in with-in the first 15 minutes to be eligible to vote for members at large. Jennifer Hunt will be providing instructions on how to find you member # for the next edition of the bulletin.
    - Because we will have to verify voting member at the AGM we need to have an updated member list that includes Family memberships and Lifetime memberships by October 31, 2022. The member map will also need to be updated. We need to clarify if youth members are voting members?
    - Agenda needs to be created. Reports will be given by committee chairs. Immediately following reports, members will be allowed to ask committee chairs questions using the chat feature. Directors will be assigned to help monitor questions from members during this time.
    - A Question-and-answer session will be held towards the end of the AGM – members will be allowed up to 2:00 minutes to ask any questions or make any comments to the board. A director will be assigned to open mikes for members that want to participate in the Q&A session.
    - Polling – voting of members at large will be done using the polling feature on Zoom. Nominations will be excepted followed member vote.

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- Education – does the board want to offer mini educational items to the meeting?
  - Wrap-up meeting – explain the purpose of the wrap-up meeting to members and let them know when and where to find results for the President and VP elections. Wrap-up meeting will begin 30 minutes following the AGM
  - Dave Cluff asked for clarification regarding the use of Facebook for the AGM and Jennifer Hunt responded that members would be able to watch the zoom meeting but would only be allowed to participate in the meeting by using zoom. Laaci Louderback affirmed that zoom will be the only platform by which members will be able to vote for members at large or participate in any of the Q&A sessions.
  - Kevin asked how members would receive the meeting link. Instructions and a link for the meeting will be sent to members via email from the secretary and regional directors. Rules will be published in the next edition of the bulletin
- c) Standard Operating Procedures Updates –
- Talisman committee update – Jim Woehl is working on a draft for updates, but they are not ready for review.
  - Kimberly Jepsen stated that the standard practice for SOP changes is for the board is to make written a request for the SOP committee to create a formal document for changes and present them to the board for final approval. Kimberly had two requests for SOP changes:
    - The current SOP's has a statement regarding action against anyone making untruthful statements when registering, Kimberly would like the word "transfer" added.
    - Add a statement regarding membership – The ADCA reserves the right to refuse membership in its discretion. Application payment will be returned to applicant in full. Refusal would be determined by a board review and majority vote.
      - (i) Discussion followed and Kim Newswanger asked Kimberly to clarify if this was for new membership or renewal – Kimberly replied that it would be applied more towards renewals. Becky Eterno asked how this would differ from our current expulsion rules, Kimberly replied that expulsion only applies to members that are up to date with their membership.
      - (ii) Dave Cluff agreed with adding the right to refuse membership and asked if the refusal would be handled by the board or a committee. The board determined that details would still need to be worked out. If the board makes a decision to make a change, Jim Woehl said the bylaws would have to be updated by our attorney in Delaware.
      - (iii) Kevin McAnnany expressed that a restricted list could protect the ADCA down the road.
      - (iv) Dave Cluff made a motion, Kimberly Jepsen 2<sup>nd</sup>, to put wording into the bylaws allowing the ADCA the right to deny membership. The motion passed unanimously.
      - (v) Jim Woehl as the chairperson of the SOP committee will move forward with adding the requested addition to the SOPs regarding the right to deny membership.
  - Ethics Committee update – Dave will incorporate the right to deny membership into the ethics update and present it to the board at the next meeting in September.
- 6) Dave Cluff appreciated the conversation and everyone's ability to show candor while they agreed to disagree in some areas. Skip Tinney thanked everyone for their input and willingness carry on an honest and open discussion.

Meeting adjourned at 9:20pm CST / Next scheduled board meeting is September 6, 2022, 7:00 pm CST

Submitted by Carole Nirosky