Board of Directors Meeting Minutes

June 22, 2015

Meeting: Conference Call—June 22, 2015, 6:00 p.m. EDT

Board of Directors: Bonnie Potter, President
Dianna Jordan, Vice President
Laurel Shouvlin, Secretary
Julie Delaney, Treasurer
John Ferrante, Director
Steve Hull, Director
Wayne Jarvis, Director
Andy Merriwether, Director
Scott Miller, Director
Tom Petersen, Director

Executive Director: Darby Vannier

Corporate Counsel: Sheri Visani

1.0 Meeting Opening:

1.1 Ratify Email Votes:

1.1.1 I move that we accept the AOA Strategic Plan and its accompanying introductory letters dated June 8, 2015 (motion: Shouvlin/second: Petersen). Motion passed (8–1–1, for: Hull, Jarvis, Jordan, Merriwether, Miller, Petersen, Potter, Shouvlin, opposed: Ferrante, abstained: Delaney).

1.1.2 I move that we approve membership eBlast as presented (motion: Merriwether/second: Miller). Motion failed (4–5, for: Hull, Merriwether, Miller, Petersen, opposed: Delaney, Ferrante, Jarvis, Shouvlin, Potter).

1.1.3 I move that we defer the decision on filling the board position vacated by Dianna Jordan until the 2015–16 Board of Directors is seated (motion: Petersen/second: Hull). Motion passed (8–0, vote not cast: Jarvis).

1.1.4 I move to approve the eBlast announcing the resignation of Dianna Jordan. (motion: Merriwether/second: Shouvlin). Motion passed (7–0, votes not cast: Hull, Petersen).

The motion to ratify the above email votes was made by Ferrante, seconded by Hull. Motion passed (9–0).

1.2 Approve Minutes: The motion to approve the June 1, 2015, minutes was made by Miller and seconded by Ferrante. Motion passed (9–0).

2.0 Old Business:

AOA Attorney Visani joined the conference at 6:08 and left at 7:05 p.m. EDT.

2.1 2015 Budget Discussion: Treasurer Delaney recently emailed the AOA Board with concerns regarding the previous vote to approve the 2015 AOA Budget and the implications of that vote. Because the vote to approve was 7–3, there was less than 75% approval for the Budget, which brings AOA Bylaw 9.3.2 into play which states, “To ensure the solvency of the Association and maintain fiduciary responsibility and accountability to the members, the Association may not transfer or spend any part of its cash or investment reserves to or for any project, expense or service of the Association or a subsidiary of the Association unless the Association’s cash and investment reserves is equal to or greater than fifty (50) percent of the Association’s audited expenses for the previous fiscal year and the transfer or expenditure will not cause the cash and reserves to drop below that fifty (50) percent threshold. In the event the funding for a project, expense or service would result in the Association’s cash and reserves dropping below the identified threshold, the funding for such project, expense or service must be approved by a vote of at least seventy-five (75) percent of the entire Board of Directors; provided, however, that such approval shall not be required (a) for the payment of the Association’s ordinary course operating expenses which were included in the Association’s annual budget if such budget was approved by a vote of at least seventy-five (75) percent of the entire Board of Directors, or (b) for the payment of any amount which the Association is contractually obligated to pay.” After discussion Shouvlin moved to approve the budget, Hull seconded. Motion passed (6–3, for: Hull, Jarvis, Merriwether, Miller, Potter, Shouvlin, opposed: Delaney, Ferrante, Petersen).

2.2 2015 AOA National Fleece Conference: Vannier stated that updated itineraries for the National Fleece Conference will be sent soon. Currently there are 120 attendees registered and over 520 fleeces entered in the show. Staff will be going to Denver on Wednesday and board members will begin arriving on Thursday.

3.0 New Business:

3.1 Thank you: Potter formally thanked Ferrante, Jarvis, and Petersen for their dedication, passion, and contributions to the AOA and the industry.

4.0 Committee & Other Reports:

4.1 Government and Industry Relations Committee (GIRCom): No meeting has occurred since the last report. Next scheduled meeting will occur June 24th.

4.2 Judge Training and Certification Committee (JTCC): No meeting has occurred since the last report.

4.3 Judges Advisory Committee (JAC): No meeting has occurred since the last report.

4.4 Show Rules Committee (SRC): No meeting has occurred since the last report.

4.5 Fiber and Fiber Products Committee: Waived due to resignation of the committee's board liaison. A new liaison will be appointed when the new board members convene in Denver.

4.6 Alternative Products Committee: Jarvis states the committee is gathering information about several different alternative products. The committee is looking for some direction from the Board as to how to package the information they are gathering for the membership.

4.7 Executive Director Update: Vannier states that the office staff have been focused on preparations for the upcoming conference. The most recent Dashboard Report is available in the board's dropbox file and covers activities up through the end of May.

5.0 Meeting Wrap: There was no further business.

5.1 Adjournment: Miller moved to adjourn and the meeting ended at 7:29 p.m. EDT.

Respectfully submitted, Laurel R. Shouvlin