

German Shorthaired Pointer Club of America
Board of Directors Meeting



September 24, 2013
Conference Call



ATTENDEES

Terry Chandler (President)	Present
Renee Lara (Vice President)	Present
Dean Browning (Treasurer)	Present
Lynn Pettinato (Corresponding Secretary)	Present
Beverly Quarles (Recording Secretary)	Present
Diane Prohaska (NE)	Present
Sharon Fitzpatrick (NC)	Present
Christy Douglas-Featherston (EC)	Present
Debbie King (SE)	Present
Gene Moseley (SC)	Present
Liz Jennings (SW)	Present
Dean Goodding (NW)	Present



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Terry Chandler called the meeting to order at 7:35 PM Central time.

PREVIOUS MEETING MINUTES FOR APPROVAL

Sent in a separate email with Action Item spreadsheet.

Gene Moseley requested move of his action item to ROM section.

Motion to approve once Gene's action item is corrected of June BOD Meeting Minutes made by Diane Prohaska, and seconded, passed unanimously.

FINAL



NEW ACTION ITEMS

1. **Breeder Referral Discussion (Diane Prohaska)**

Discuss Breeder Referral proposal.

Diane sent proposal several months back and received comments which were incorporated. There are two areas that need attention: 1) Approval of proposal to move to more of a coordinator position, and 2) assign new breeder referral person. Five people were interested. We received bios/resumes from two people, Leita Estes, Raquel Stonesifor.

Renee Lara made a motion to accept proposal that Diane Prohaska put forth, motion seconded. Renee Lara rescinded motion.

Renee Lara made a motion to send out Diane Prohaska's proposal and vote on proposal within 10 days, motion seconded and passed unanimously.

Note: For future agenda items, please send content for inclusion in agenda/meeting minutes for use in meeting.

For Breed Coordinator if the proposal passes, then Terry Chandler should send out request for volunteers to membership.

2. **Request to vote on meeting minutes by email (Diane Prohaska)**

Discuss voting on minutes prior to next meeting so they can be published sooner.

Renee Lara made a motion that the meeting minutes will be posted within 100 days of the BOD meeting, motion seconded. Renee Lara modified the motion to be 120 days, and the meeting minutes will be voted on for approval by email. Renee Lara rescinded motion.

Renee Lara made a new motion that the meeting minutes will be posted 120 days after the BOD meeting, motion seconded. Motion passed with Gene Moseley, Beverly Quarles, and Christie Featherston opposed.



3. Membership checkbox request from Cathy Iacopelli (Diane Prohaska)

Membership checkbox request.

Would like to see a membership list published and those not wishing to be in the publication can opt in/out when membership is renewed by checking the checkbox on the membership renewal/application. Membership chair is ok with this and thought the website could be modified to allow for this in the membership section.

Dean Browning made motion to defer until January BOD meeting, motion seconded, unanimously passed.

4. Should the Eukanuba show be designated as a recurring event (Dean Goodding)

- 1. Are we going to put this on our Yearly event schedule we support moving forward?*
- 2. Who will control the show? The NSS Committee or another group/committee?*
- 3. Vetting of Judges – Do we use the same criteria as we do for our NSS, or another process?*

Delayed until show committee provides a recommendation.

Christie Featherston made a motion to defer the decision regarding the continuation of this show until the show committee recommendation is received (including a recommendation on judge's selection), motion seconded, unanimously approved.

5. Electronic balloting (Lynn Pettinato)

(Please refer to the documents that Lynn Pettinato sent out on this topic that the club received from the AKC for more information.)

Some issues to be addressed:

- 1. Is this something we want to adopt?*
- 2. Change in Constitution, legality of electronic balloting based on the state in which we are incorporated?*



3. *Should this be done by a special committee, BOD. Other?*

4. *Timeline for implementation?*

ELECTRONIC BALLOTING FOR AKC PARENT CLUBS

Effective: September 1, 2013

Unless the laws of your state prohibit the use of electronic balloting in general or for specific purposes, please be advised, effective September 1, 2013:

Parent clubs may conduct elections, votes on breed standard revisions, bylaw amendments and any other specific questions a club's board of directors shall determine, via electronic balloting. Such balloting must be conducted by an independent organization which specializes in electronic balloting.

A member must sign a written authorization agreeing to this method of balloting, which is revocable, which agrees to release the club from any liability should the ballot be received late or not received by the member, due to circumstances beyond the club's control. Members not providing written authorization will continue to receive all materials via USPS.

Clubs wishing to adopt this method of balloting must add the appropriate language to the applicable sections of their bylaws the next time other bylaw work is considered.

*Thank you,
Club Relations*

Action Item 51: Bev Quarles to investigate whether or not electronic voting is allowed for businesses incorporated in Missouri.

Result of Action Item is that the State of Missouri requires a written ballot. See the excerpt from the Missouri Revised Statutes below.



Missouri Revised Statutes

Chapter 355

Nonprofit Corporation Law

Section 355.266

Action by written ballot.

355.266. 1. Unless prohibited or limited by the articles or bylaws, any action which may be taken at any annual, regular or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter.

2. A written ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action.

3. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

4. All solicitations for votes by written ballot shall:

(1) Indicate the number of responses needed to meet the quorum requirements;

(2) State the percentage of approvals necessary to approve each matter other than election of directors; and

(3) Specify the time by which a ballot must be received by the corporation in order to be counted.

5. Except as otherwise provided in the articles or bylaws, a written ballot may not be revoked.



6. Awards Process – Report issue with Michael McCracken (Lynn Pettinato)

Michael McCracken has taken over for Lorie Crain as the awards person. He compiles the awards for the end of year stuff. I have forwarded all reports to Michael that Lorie Crain used to get. Michael would like more reports, like the new titles report. This isn't one that was on the report list that Cynthia gave to me when she handed over the job. Michael's reasoning for wanting them now is that he would like to be the person to settle any numbers/placement issues. I told Michael that I would bring up the report issue with the board for the September meeting.

Michael McCracken is the new Awards person replacing Lorie Crain. Would like to receive all reports from AKC so he has access to answer any questions/requests.

Renee Lara made motion to release the list to Michael for his work and that the list is not to be shared with anyone else, motion seconded, unanimously passed. Gene Moseley as liaison will notify Michael of the Boards decision.

7. Discussion of the Board's wishes/desires regarding the Shorthair Journal (Liz Jennings)

Liz will have a presentation to review.

Liz will send out an email with a request for clarifications that are needed for the Shorthair Journal, and requests we defer discussion.



EXISTING ACTION ITEMS

See Spreadsheet for Action Items; exceptions below.

Action Item 14: Change Constitution and By-Laws Regarding Membership (Renee Lara)

I feel that voting on the full membership after a one year non-voting provisional status would give the board plenty of time to access complaints against members and to address the issue more thoroughly. I think everyone on the board would agree if more information was known about the ones that have been problems the vote may have gone differently. This would also make it unnecessary to publish new applicants. The provisional members could be listed and that would give members ample time to bring to the boards attention any concerns but it would have no effect on the owners ability to enter the national futurities.

I went through the constitution and by-laws and addressed the areas of membership and voting. This is just a suggestion on what could be presented to the membership for voting after AKC approves it.

To Whom it May Concern:

The German Shorthaired Pointer Club of America would like to present the following changes to our constitution and By-Laws for a membership vote:

ARTICLE II-MEMBERSHIP

Section 1-Eligibility

There shall be nine (9) types of memberships: Individual, Household, Provisional Individual, Provisional Household, Junior, Honorary, Honorary Life, Local Club, and Merit Memberships.

- a) No changes*
- b) No changes*
- c) Provisional individual memberships shall be open to all persons 18 years of age and older who are in good standing with The American Kennel Club, and who subscribe to the purposes of the Club. The provisional non-voting status will be retained for one year from the time of application at which time full membership will be voted on by the board of directors.*
- d) Provisional Household memberships shall be open to any two individuals, 18 years of age or older who are in good standing with The American Kennel , who subscribe to the purpose of the Club, and who reside in the same household. The provisional non-voting*



status will be retained for one year from the time of application at which time full membership will be voted on by the board of directors.

- e) Junior mem.....remains the same*
- f) The Board of Directors by remains the same*
- g) The Board of Directors by.....remains the same*
- h) Local Club membership shall.....remains the same*
- i) Merit membership....remains the same*

Section 3-election to membership

- a) Remains the same*
- b) Remains the same*
- c) Remains the same*
- d) Provisional members will be voted into membership after a one year non-voting probationary period. Applicants shall be elected at any meeting of the Board of Directors....remains the same*
- e) Remains the same*

Article 5

Section2-Voting

Each individual, household, foreign, honorary life and merit member and each local club member in good standing whose dues are paid for the current fiscal year shall be entitled to one (1) vote at any meeting at.....or an independent professional agency tally such votes. Non-voting members are provisional individual members, provisional household members, juniors members and honorary members (these are not honorary life members but those members that are not involved in our breed-this was always meant to be a non-voting membership)

Recommendation to change Constitution and By Laws so there is a trial period for new members.

Beverly Quarles made a motion to allow the membership vote on the removal of the requirement for the Board vote on membership. Motion died for lack of second.

Gene Moseley made a motion to accept the proposal/report and move on, motion seconded. Motion failed for lack of vote.

Christie Featherston made a motion to accept proposal and have the proposal go to membership for vote.



Gene Moseley called for discussion.

Christie Featherston asked for clarification on voting on motions with regard to Robert's Rules.

Christie Featherston rescinded her motion.

Renee Lara made a motion for Terry Chandler in his President's address get feedback on member's opinion on membership approval process, motion seconded, passed with Gene Moseley opposed. (Action Item 52)

Action Item 50: Breeder ROM (Gene Moseley)

I have visited with the GSPCA ROM Committee (Lorie Crain, Eleanor Campbell, David Nauer, & Judy Ziegler) and discussed some of the concerns of the future of the ROM program from the perspective of some of the Board of Directors at the last BOD meeting. These questions were discussed.

*BOD concerned with multiple ROM Programs (C-ROM, F-ROM, P-ROM and H-ROM)
Too many ROMs behind name?*

Should we only have one ROM as some other clubs have?

Are we promoting specialized dogs instead of versatile dog with the many ROMs.

How about a Versatile ROM for a dog that produces titles in multiple arenas?

What about a point system? Who is going to maintain single ROM program?

The GSPCA ROM program started 5 or 6 years ago with a small group looking for a ROM program. With the BOD approval they discussed all visions but decided on Confirmation only ROM since it was their forte. Board approved.

Then Field ROM came in and no way to place the two ROMs together but used a lot of the same research to start this program. Again field background

looking for field ROM. Board approved. The Performance group wanted to discuss Agility and Obedience ROM program. They tried to include Hunt Test but no interest in this group to pursue. Again this group interested in

Agility/Obedience ROM. Board Approved. The Hunt Test people tried for a couple of years to get a group together to pursue the Hunt Test ROM. They also discussed adding to the P-ROM and even looking at JH and SH for requirements but decided on MH and was Board approved this last meeting. In summary each group that cared about the area they knew about came up with a plan for ROM under the GSPCA board approval. Over the years all of these groups have mainstreamed a system to maintain the ROM and get them set up on GSPCA Web Site and GSPCA Yearbook.

The Committee in general has no issues with a one only ROM. Each in there own way discussed such but could not come up with a system. Each group likes the specific



ROM since it shows what area this dog's progeny have excelled and do not feel that this has divided our breed. The committee enjoys the system they have at present and the H-ROM is excited to get started. All would be open to reviewing any plan the Board would like to propose and what club they would like to emulate. The committee feels if the Board has a plan then please present it to committee for review.

Investigation on single ROM program – the committees had not found a way to do the single ROM and still have it easily maintained. Most of the committee liked the value of seeing the expertise for each of the ROMs, but they were open to options with regard to a single ROM from the BOD.

Dean Browning had a proposal for an easy numerically calculated method. Dean Browning agreed to share with committee. Terry Chandler, Renee Lara, and Dean Browning to be on the committee.

Action Item 53: Dean Browning, Renee Lara, and Terry Chandler to put together a proposal for the remainder of the BOD and the committee for review. Looking to do something that is less complicated.

Vote on new members: Gene Moseley made a motion to accept, motion seconded, and unanimously accepted. New members have been approved.

Gene Moseley requested a profit and losses statement for merchandise for last year. The NFT merchandise pre-order was over \$4000, and that is not anything sold at the event included. Holly Faught has done a great job on merchandising, especially the expansion to the NFT. This was the first time with the new merchandising concept. Next year the NFT should improve even more. Jackets were surprisingly popular and may be added to the NSS merchandise. The additional customer embroidery was well received.

Terry Chandler adjourned the meeting at 9:30 PM Central.