

LBHA Meeting of the Board of Directors

Q4 2021 Emergency Board Meeting Board Meeting Minutes – 11/15/2021

- I. **Call to Order** – meeting called to order at 8:05 pm Eastern Time by Alan McKamey, Board President on a Zoom Conference call.
- II. **Roll Call** – Present: Alan & Amy McKamey (President), Kelly & Duane Luzier (Director at Large), Natasha Paris (Director at Large), and Matt Barnhard (Director at Large).
Absent: David Burgett (Vice-President (excused)), Alison Charter-Smith (Secretary and Treasurer)
- III. **DETERMINATION OF QUORUM OF THE BOARD (President)**
- We have out 4 of 6 sitting Board members in attendance, and therefore we do HAVE a QUORUM.
- VIII. **New Business (President)**
- Secretary Nominations** – Discussion by board on the next intern Secretary until next LBHA Elections, floor was opened to all board members to fulfill this position. **Motion by Duane and Kelly Luzier to nominate Alison Charter-Smith as the intern Secretary until the next LBHA Elections.** Motion 2nd by Natasha Paris. **Motion passed by all board members in attendance.**
 - Financial Account Signatures update for LBHA Chase Bank account** – Discussion regarding updating the signatures at the Chase Bank account to remove Felicia Krock as a signature on the Chase Checking account. **Motion by Alan McKamey to only have two signatures on the Chase LBHA Checking account – Alison Charter-Smith, Treasurer and Alan McKamey, President and to remove Felicia Krock as the signature on the Chase Checking account (Chase Checking account # 601085381) and for Felicia Krock’s removal from all access to the Chase Checking account.** Motion 2nd Duane and Kelly Luzier. **Motion passed by all board members in attendance.**
 - Registrar / The Livestock Conservancy** – Discussion by Board regarding using The Livestock Conservancy are currently using Breeder’s Assistance software for a Registry database, and will upgrade to an internal new application called “Grassroots”. Turnaround time will be one week for tickets and no more than two weeks. Fee structure discussion was originally suggested by the Livestock Conservancy of a flat fee, however, the Board is requesting based upon LBHA ticket volume, which is smaller compared to other associations that The Livestock Conservancy currently supports. Quote from The Livestock Conservancy is expected later this week and will be send to board, and will tailor a program for the level of services for LBHA. **Motion by Duane and Kelly Luzier to proceed with The Livestock Conservancy as the LBHA Registry and then a follow up on the fee structure and the services that they will provide.** Motion 2nd by Matt Barnhard. **Motion passed by all board members in attendance.**
- IX. **Rough / Final ByLaws** – Discussion by board regarding submitted change suggestions to LBHA ByLaws by hired attorney, Perliski Law Group. Discussion regarding clarification regarding elections at the Annual Membership meeting. Inquiry about changes to association dissolution from non-profit in Texas to specify The Livestock Conservancy (Section 2.2. (b)). Discussion about

clarification to the description of the Active Membership (Section 5.2(a)) and there are no definitions of breeding to Large Black hogs compared to cross-breeding. Final discussion on topic by Board is to leave Section 5.2(a) membership types as currently stated. Discussion about Section 7.3 – ByLaw changes state that there does not state minimum number of the Board of Directors; State of Texas requires a minimum of three Directors. Suggested changes in ByLaws of corporation's year change to a Calendar year vs. Annual year according to State of Texas Corporation law. Section 10.2 clarification that all eligible hogs to be registered, recommendation of hog registrations. Section 11.1 – addition of Active members of not less than 25%. Board's objective is to make suggested Bylaw changes to be clearer for future boards to understand ByLaws; existing Bylaws are conflicting and confusing. Alan McKamey will send change suggestions to Attorney and will resend to Board for review before submission to Membership.

- X. **Adjournment** – Meeting adjourned at approximately 8:55 p.m. Eastern Time by Alan McKamey, President.

Respectively submitted,

Alison Charter-Smith
LBHA Secretary

