**IMZA Board of Directors Online Meeting Minutes**

**2021-2022**

**4/29/21**

8pm est.

Online BOD Zoom Meeting:

In Attendance: Dean Schocker, Rick Bogle, Gene Ahern, Shelly Gardner, Josh Bottelberghe, Steve DeMoor, Dani Nickell, Sam Kaufman and Tricia Kirby.

Purpose to officially seat Sam Kaufman and Tricia Kirby to the 2021-22 IMZA Boars of Directors.

Rick Bogle nominates Gene Ahern to be new IMZA Preident. Second by Steve Demoor.

Gene Ahern declined nomination for President. Dean Schocker nominates himself.

Newly seated board unanimously votes Dean Schocker as IMZA President, Rick Bogle as Vice-President and Gene Ahern as Treasurer/Secretary.

Meeting Ajourned.

**4/30/21**

Dani Nickell informs the board that she is resigning affective immediately.

**5/4/21**

Motion made by Steve Demoor to allow pre 2019 Reports of Birth and Adult Registrations signed on the reverse as a Transfer of Ownership to be accepted by the IMZA.

Second by am Kaufman

**5/5/21**

Vote to post 2019 & 2000, Financials, Registrar Activity and the Show Reports to the website

(Including the 2021 BOD Annual Meeting minutes from Zoom)

Motion made by Gene

Seconded by Rick

Yes vote - Gene, Steve, Josh, Shelly, Tricia, Sam, Rick

Nay vote - none

Board votes unanimous to post documents on website.

**5/6/21**

President instructs the Registrar to include the IMZA Rules Summary in each certificate envelope being mailed to members.

**5/6/21**

Motion by Steve DeMoor to increase the Registrar pay by 15%

Current base salary for the Registrar.

$800.00 monthly / $9600.00 annually for the registrar work

$200.00 monthly / $2400.00 annually for the website

Vote outcome:

Steve Demoor - Yes

Rick Bogle - Yes

Gene Ahern - Yes

Sam Kaufman - Yes

Shelly Gardner - Yes

Tricia Kirby - Yes

Josh Bottelberghe - Yes

Motion passed unanimously.

**5/6/21**

Two (2) additional motions are made by Steve Demoor relating to motion made on 5/4/21.

Second by Gene Ahern

1) Create a "promissory note".

"I also suggest that we create a form template (have Rick do it since he’s a lawyer) that is a promissory note for buyers. The note would read that the seller promises to properly submit transfer of ownership applications to the buyer within 30 days. Leave blank lines for them to fill in the seller’s information, the amount and date of the sale, and then the buyer’s info. This would then act as a legally enforceable assurance for the buyer that once they leave with their animals that the buyer has confidence the seller will get the ownership transferred. If that does not happen, then 1) the buyer now has a legal document to present in court that proves that the seller was supposed to do the transfer, and 2) the buyer notifies the IMZA and we create a new policy that any buyer who fails to comply with the IMZA promissory note will first be issued a warning & request for compliance and, if they still fail to comply or have a history of warnings, we can kick them out of the IMZA and revoke their existing registrations.

Actionable consequences will put an end to most bad behavior."

2) Create a contingency on the additional motion 1:

"We create a new rule that empowers the IMZA to, when an official IMZA “Promise to Transfer” note has been signed and executed but has not been fulfilled, send the offending seller (whether they are a member or non-member) a letter that gives them an additional 30 days to comply or else empowers the IMZA BOD to revoke any and all other animal registrations that they are the listed owner of."

Vote outcome:

Steve DeMoor - Yes

Gene Ahern - No

Sam Kaufman - Yes

Abstained - Josh Bottelberghe, Tricia Kirby, Rick Bogle and Shelly Gardner.

Motions Passed by a majority Yes vote.

**6/8/21**

Motion by Gene Ahern

Seconded by Josh Bottelberghe

To invest into a new IMZA website designed/created by a professional website builder, managed by them and/or designed in a way for the IMZA BOD member(s) to update it.

Initial vote tally from 7/1 - 7/10:

Gene - YES

Rick - NO (vote cast outside the voting window, 7/11)

Steve - NO

Tricia - YES

Sam - NO

Shelly - Did not vote

Josh - Abstained (abstention outside the voting window, 7/11)

Dean - XXX

Official results:

2 Yes votes

2 No votes

Motion Failed to pass.

**8/4/21**

Motion by Tricia Kirby

Seconded by Gene Ahern

Order 72 IMZA Logo T-Shirtsat a total cost of $530.00

Vote results:

Sam Kaufman - Yes

Gene Ahern - Yes

Shelly Gardner - Yes

Rick Bogle - Yes

Tricia Kirby - Yes

Josh Bottelberghe - Yes

Steve DeMoor - did not vote

Motion passed

**9/13/21**

No Motion made but a majority agree for Gene Ahern to digitaly preserve old IMZA documents now in his possession. To digitally preserve all IMZA historical documents. To sort, organize and verify all missing photographs for upload into the herd book.

Documents were previously held in the possession of the IMZA accountant.

Scanner, external hard drive and preservation material cost of under $500.00

**10/13/21**

The IMZA president was informed by the registrar that she is implementing a new company wide policy to reduce services to clients.

Dean Schocker immediately informed the board.

**10/18/21**

The IMZA board was informed of a proposal from Kathy Petersen, the IMZA Registrar, about Regisrtar Services.

**10/20/21**

Emergency Motion made by Rick Bogle

Seconded by Steve DeMoor

To accept the 10/18/21 proposal offered by Competative Advantage Business Solutions (Kathy Petersen, IMZA registrar)

**10/20/21**

Emergence Motion made by Steve DeMoor relating to previoue emergency motion.

Seconded by Rick Bogle

The position of “registrar liaison” be created as described in my previous email, to be selected/approved by our registrar based on whomever on the IMZA BOD they are comfortable working with, and that based on the events that got us here, and in hopes of avoiding any sort of repeat of those events, that Dean and Gene not be eligible for consideration for this role.

**10/29/21**

Amendment proposed by Gene Ahern to both Emergency Motions of Rick Bogel and Steve DeMoor

"The arrangement set forth by the preceding motion and if adopted by majority vote of the board shall be deemed a temporary situation of hire with no time limit set by any involved party. A permanent hire based off of this temporary position shall not be automatic as this temporary position will not be classified as a basis of clear qualification as IMZA Registrar and/or Customer Service Representative. A majority vote of the IMZA Board of Directors shall be the determining factor after all necessary interviews and discussions have been conducted at a time of our choosing with all or any available applicants of such a position."

Vote to add amendment to both emergency motions

Gene Ahern - Yes

Rick Bogle - Yes

Steve DeMoor - No

Josh Bottelberghe - Yes

Tricia Kirby - Yes

Sam Kaufman - Yes

Shelly Gardner - Abstained

Motion to add amendment passed.

**11/9/21**

Motion made by Dean Schocker

Seconded by Tricia Kirby

We move forward with implementing the option of all certificates, to be digital - PDF certificates, that can be printed, to include a digital cursive signature and a simple watermark.

Voting Results:

Tricia Kirby - Yes

Rick Bogle - Yes

Josh Bottelberghe - Yes

Gene Ahern - Yes

Sam Kaufman - Yes

Steve DeMoor - Yes

Shelly Gerdner - Yes

Motion passed by unanimous concent

**12/10/21**

Vote on emergency motion made by Steve DeMoor on 10/20/21 for a liason to the registrar

Voting results:

Gene Ahern - No

Josh Bottelberghe - No

Tricia Kirby - No

Sam Kaufman - No

Shelly Gardner - No

Rick Bogle - Yes

Steve DeMoor - Yes

Motion failed to pass.

**12/9/21**

Suggestion to the board by Gene Ahern and Rick Bogle to offer a free Annual Membership and T-shirt to the member who registers the calf with the # T-10000. Included in this is, is to offer a free registation transacton to a member through a randon drawing in each of the 2 weeks remaining in the month.

(Hardship Registration excluded)

No objections, Posted on the IMZA Facebook page to mark this milestone.

Winners:

T-10000, Gene Bellamy - free 2022 annual membership per a refund

First randon draw: Eddie Boone - Amazin Grazin Exotic Ranch

Second random draw: Kenny and Misty Cornwell - K&M Mini Moos

**12/14/21**

Request to the board by Gene Ahern to sent Kathy, Holly and Dennis a Chirstmas gift basket.

Request granted my a majority agreement.

7 - in favor

1 - no comment

**12/17/21**

Gene Ahern as an administrator of the IMZA VGL account brought a concern to the attention of the entire board.

"I feel as though I have an obligation to bring this to the attention of everyone on the board. The decision of what to do or not to do going forward should be discusses and maybe a policy of sorts created to handle situations like this".

"An affiliated VGL parentage test has been affiliated with the IMZA acct and the results are that Z-3736 DAB Dakota is excluded and is not the sire of Z-5797 DAB J D".

A discussion and an investigation are started.

**12/27/21**

Motion made by Dean Schocker to hire Holly Reese as the new IMZA Registrar.

Seconded by Rick Bogle

Vote results:

Rick Bogle - Yes

Sam Kaufman - Yes

Josh Bottelberghe - Yes

Gene Ahern - Yes

Tricia Kirby - Yes

Shelly Gardner - no vote recorded

Steve DeMoor - no vote recorded

Motion passed. Holly Reese is hired as the IMZA Registrar.

Contract Pending.

**12/28/21**

Gene Ahern requested the username and password for imzainfo@gmail.com from Holly, the IMZA Registrar pro-tem, for the IMZA records and as a saftey protocol. Request was forwarded to Kathy Petersen and Dean Schocker.

Request denied. IMZA Board of Directors does not have access to it's own email account. Access only granted to the registrar.

**12/30/21**

Kathy Peterson submited her resignation as the IMZA Registrar in an email to the Board of Directors.

**12/31/21**

Steve Demoor informed the Board that he is resigning from the IMZA Board of Directors, effective immediately.

**1/4/22**

Steve DeMoor sent a controversial email to an unknown number of IMZA members. These email addresses were obtained from the internal IMZA MailChimp account he asked for access to. The email addresses were used after his resignation without the consent or authorization of the IMZA or the Membership.

**1/4/22**

Motion - Sam

Second - Rick

Motion that all affiliated dna results with discrepancies both current and future be handled in this manner from this day forward. The bull, cow or calf in questions incorrect side of pedigree will be changed to" undetermined" until which time one has been proven and provided. The status of the zebu in question will remain the same. As in FP stays FP, h2 stays h2 etc. With the exception of if a new sire or dam is found and proven and is not FP the status will be fixed accordingly. If at any time the correct sire or dam is found and proven imza will honor those results and correct the pedigree. The owner will be notified as soon as possible with the standard letter below via email and/or regular mail.

letter excluded in minutes

All bod members in favor

**1/5/22**

Gene Ahern ask the board if there are any objections to changing the passwords on the IMZA accounts.

No objections voiced.

**1/6/22**

Passwords for Mailchimp, Formsmarts, IMZA VGL Affiliate Acct and imzabod@gmail were changed.

Passwords were given to the current IMZA officers. Dean - President, Rick - VP and Gene - Sec/Treas.

VGL admin, Tricia Kirby is to receive VGL password.

**1/7/22**

A sample digital certificate was sent to the board by Dean Schocker for approval. Work continues on this project.

**1/7/22**

Letter approved and draftd by the board was sent to the owner of DAB J D in regards to pedigree status

**1/11/22**

Special meeting for the purpose of discussion of recent events (Zoom)

In attendance Dean, Sam, Gene, Josh, Tricia, Rick and Shelly

Start 9:06 pm

discussion of member requested emails, webmaster, posting of 2021 minutes(partial), "raised and registered", 2022 BOD applicants and letter to progeny owners of DAB JD and letter to owner of Buffalo Hill Rose Petal SS regarding VGL parent verifiction.

Motion - Rick

Second - Josh

Motion to send drafted letter to owner and owners of progeny (see above)

Yes - Josh, Rick, Sam, Tricia, Shelly and Gene

No - none

End of meeeting 10:00pm

**1/14/22**

Letter approved and drafted by the board was sent to the owner of Buffalo hill Rose Petal SS in regards to pedigree

**1/17/22**

Motion by Dean

Second Rick

Motion to have Holly (IMZA Registrar) upload old missing IMZA registation photos to the herd book.

Paid as seperate in an agreement by both parties

Yes - RIck, Gene, Josh, Tricia, Sam and Shelly

No - none

Motion Passed

**1/18/22**

Motion - Tricia

Second - Gene

Motion that we invest $99 in the Office subscription that we can log into and use.

Yes - Josh, Shelly, Sam, Tricia, Rick and Gene.

No - none

**1/20/22**

Letter approved and drafted by the board was sent to the progeny owners of DAB J D in regards to pedigree status

**1/20/22**

Confirmation of outcome letter was sent to the owner of DAB J D and Buffalo Hill Rode Petal SS in regards to the determination of the board to reclassify the sire of DAB J D and all pedigree behind him as "undetermined" and also the dam of Buffalo Hill Rose Petal SS and all pedigree behind her to be reclassified to "undetermined"

**1/20/22**

Motion to purchase Adobe Acrobat Pro DC (cloud version) to fully move into optional digital certificates after Holly uses the 7 day free trial. $180.00 per year (subscription).

Motion - Gene, 1/20/22

Second - Rick, 1/20/22

Yes - Gene, Rick, Sam, Tricia, Shelly and Josh

No - none

Motion passes

**2/5/22**

The following individuals have qualified as candidates for positions on the 2022 IMZA Board of Directors. (Names arranged in alphabetical order of last names) To be posted on the IMZA Facebook Page.

> 1) Sharon Collins

> 2) Michelle Gardner

> 3) William Hughes

> 4) Dean Schocker

> 5) Christopher Sones

> 6) Gregg Woody

**2/11/22**

Motion - Dean

Second - Rick

Motion that the IMZA move forward on recovering the deleted emails from the imzainfo@ gmail.com account. Reason: We have recently gained information that the previous registrar deleted emails with “Steve and other boards members, including myself and past presidents.” These emails were not only personnel, but were in regards to decisions of registration processes of certain members. She did this just before handing over the computer to Holly.

Yes - Sam, Tricia, Gene, Josh, Rick and Shelly

No - none

**2/14/22**

Motion - Dean

Second - Gene

Motion that the IMZA purchase CDs in the following amounts.

$8,000 18 months at .25%

$12,000 24 months at .45%

Yes - Rick, Gene Josh, Sam and Tricia

Did not vote - Shelly

Motion passed

**2/18/22**

CD's purchased in the amounts and terms stated above

**2/22/22**

Motion - Rick

Second - Dean

Motion to add the following language to the Rules regarding Director elections.

RULE 14. BOARD OF DIRECTORS ELECTIONS:

The following rule shall regulate the course and structure of all elected, open and vacated seats on the Board of Directors of the IMZA.

Pursuant to Article III, Section 1 of the IMZA Bylaws, Directors will be elected for a three (3) year term.

Pursuant to Article III Section 4 of the IMZA Bylaws, If a Director, during his term of office, dies, or resigns, or disperses his herd and ceases to be an active breeder of Miniature Zebu, or should he fail to attend two consecutive meetings, or otherwise fail to perform the duties of a Director, the Board of Directors may, after appropriate notice to such Director, remove him from office and declare a vacancy. The Board of Directors may then fill the vacancy by appointment of a new Director for the unexpired portion of the term.

On 2/23/2021, the Board voted to increase the number of Director seats to nine (9) as provided for in the Bylaws. As of 2/23/2022, there are currently nine (9) approved seats on the Board of Directors.

They are apportioned as follows:

BOD SEAT GROUP 1:

\* Term expires in 2022 and every 3rd year cycle forward

(seat A) Director

(seat B) Director

(seat C) Director

BOD SEAT GROUP 2:

\* Term expires in 2023 and every 3rd year cycle forward

(seat A) Director

(seat B) Director

(seat C) Director

BOD SEAT GROUP 3:

\* Term expires in 2024 and every 3rd year cycle forward

(seat A) Director

(seat B) Director

(seat C) Director

No vacated seats are open or eligible for ballot election until the 3-year term expires for that vacated seat. The right to fill a vacated seat belongs to the Board of Directors as expressed in the IMZA Bylaws.

In event of a tie, in any election, the winner shall be determined via a coin toss conducted by a disinterested party in observation of a witness(es).

Yes - Rick, Gene, Sam, Josh, Shelly and Tricia

No - none

Motion passed

**2/22/22**

Board of Directors Meeting with Holly Reese (IMZA registrar) (Zoom)

Start 8:00pm

In attendance, Holly, Dean, Gene, Rick, Shelly, Tricia, Sam and Josh

Discussions about:

Progress of herd book photo uploads. All is going well. As of 2/22/22, 619 missing photos were uploaded.

Any issuse or problems with and software/systems. No issues except upload speed with online herd book server.

Backup of the laptop/clone hard drive

The deleted email from the imzainfo email account prior to Jan 17, 2022. (see motion from 2/11/22)

9:00pm Holly Reese left meeting

Continued brief discussion about the current events

No Motions/Resolutions made

Meeting adjourned 9:30pm

**3/1/22**

IMZA Board of Directors election ballots were set to be automatically emailed at 12:01am

**3/12/22**

Request to the board members by Dean Schocker about door prizes for the Annual Meeting.

**3/18/22**

1 year contract between the IMZA and Leading Edge Services (Holly Reese) for registrar services was signed by the president, Dean Schocker and Holly Reese with no objection from the board.

**3/20/22**

Election for the 2022 Board of Directors ended on 3/20/22 at 11:59pm. Voting officially closed.

**3/23/22**

Election results for the 2022 Board of Directors are published and posted on the IMZA Facebook page

Results:

William Hughes - 26%, 50 votes

Chris Sones - 19%, 36 votes

Dean Schocker - 18%, 34 votes

Sharon Collins - 14%, 27 votes

Greg Woody - 12%, 23 votes

Shelly Gardner - 11%, 22 votes

3 board seats were open for election, William Hughes, Chris Sones and Dean Schocker, each were elected for a 3 year term on the Board of Directors of the IMZA.

**3/24/22**

Motion by Rick Bogle

Second by Sam Kaufman

Motion of Resolution, the Board finds that to release information regarding the IMZA members who have not elected to make their information public,

"would impair the rights of privacy or free association of the members."

Motion passed with unanimous consent.

Rick - yes

Gene - yes

Sam - yes

Josh - yes

Tricia - yes

Shelly - yes

**3/27/22**

Motion by Rick

Seconded by Gene

Motion to accept the Member Rules of Privacy, Rule 15.

The Board finds that to release a full list of the IMZA members including those who have not elected to make their information public,

"would impair the rights of privacy or free association of the members."

1) The International Miniature Zebu Association shall respect the privacy rights of the membership.

 (a) The Association, by resolution, shall limit the right to inspect the list of members so not to impair the rights of privacy or free association of the shareholders or members.
 (b) The limitation shall apply to all persons and include members of the Association, attorneys or agents for members.
 (c) Private information of a member may include but is not limited to a member's first and last name, member number, farm name, mailing address, telephone number, email address, social media address or website address.
 (d) The Association provides a Member Directory within the website of the Association where current year active members, who elect to share and make public, their personal or business information, can opt-in and choose to do so for the purpose of communications from and withother members or the general public.
 (e) The Registrar, members of the Board of Directors, contractors, vendors or associates of the Association shall not honor any request to inspect and/or provide by any means or any source, the membership list of the Association other than provided in the Member Directory.
 (f) The intentional violation of this rule, including the distribution of the list of members shall be subject to penalty under the provisions of Article V of the Bylaws.

 (g) "inspect records" includes to copy and make extracts from the records of this corporation or copies made by photographic, xerographic, or other means.

**3/27/22**

Motion to adopt Rule 15 passes with unanimoue consent

Rick - yes

Gene - yes

Sam - yes

Shelly - yes

Josh - yes

Tricia - yes

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Gene Ahern

IMZA Secretary