

**AUSTRALIAN SHEPHERD CLUB OF AMERICA
SPRING BOD MEETING
MARCH 31-APRIL 1, 2011
MEETING MINUTES**

Thursday March 31 , 2011

Meeting called to order at 9:02 AM CDT by Pete Dolan/ASCA President

Directors present are Michelle Berryessa/Treasurer, Ronnie Bates/Director; Tenley Dexter/Secretary, Rachel Vest/Director, Mark Westerman/Director, Mary Logue/Executive Secretary, Russ Ford/Second/Vice President,; Absent: Peter Hellmeister/First Vice President, David Clayton/Director;

1. Ratify electronic votes on March, 2011 motions; Motion by: Berryessa Second by: Westerman Approve: Unanimous by all in attendance. Motion is approved.

2. Meet with Jean Miller, Office Manager:

- a. Report State of the Office (Miller): Miller suggested hiring another part-time employee to go through old paperwork/files labeled for destruction. Dolan inquired as to whether the Aussie Times (AT) editor provided the Business Office (BO) with an electronic version of the AT. Miller indicated an electronic version was not provided. Discussion ensued in regards to the disposition of old AT's and the future maintenance of the AT's. Dexter will include a periodic notice in the AT Bulletin Board for dispensing to the membership the old AT's at no cost to the member except for the requirement of the membership paying the postage for shipment of old AT's.

MOTION: Motion by Berryessa, second by Dexter: I move we reduce the price of the Aussie Times back issues through 2010 to the price of postage only. Approve: Dolan, Westerman, Berryessa, Vest, Bates, Dexter, Ford; Non-voting: Hellmeister, Clayton. The motion is approved.

- a. Office Procedure Manual (Miller): Miller indicated the Office Procedures Manual is completed and in place.
- b. DNA Status and Therion Status (Contract)(Miller): Miller indicated that ASCA doesn't have a back-up for the membership if Therion closed its doors. Therion is still running short of funds. Miller indicated that the BO is receiving a lot of DNA's and the BO is updating pedigrees accordingly. Russ Ford will draft a motion for the April cycle in regards to the Therion concerns.
- c. Staff to the Nationals (Dolan)? The BoD will not be allocating funds to send the BO staff to 2011 Nationals in Wisconsin.
- d. Election Ballot (Miller): Will utilize same company as last year for the ballots. ASCA is being charged the same price as last year.

Peter Hellmeister/First Vice President joined the meeting via teleconference.

3. Meet with staff – general meeting: The BoD met with the BO staff as a group, then met individually with each staff member who requested to speak with the BoD.

- a. Mary Key

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b. Gicela Sotelo (provided a written statement)

c. Samantha Williams

David Clayton/Director joined the meeting via teleconference

4. Treasurer's Report:

a. BoD members request for items to be put in a long term budget (Berryessa): The Treasurer hasn't received any information from the Directors as to items they believe should be considered for inclusion in the long term budget. Bates suggested that the Strategic Planning Committee (SPC) will be looking for costs from vendors to handle information as part of the data/document retention plan. He indicated that information can be reproduced and put into the existing ADMS. The budget is do for BoD review and approval at the 2011 Nationals BoD meeting, so Berryessa informed the BoD to submit any projects with costs to her for inclusion in the draft budget.

b. Credit Card Fees/PayPal (Berryessa): ASCA's accountant indicated that PayPal is difficult to account for because you're unable to get a breakdown from PayPal of what is being paid. ASCA cannot increase fees to cover costs of utilizing credit cards because the State of TX doesn't allow that. The question was asked as to "how much are we willing to pay for convenience?" There was a \$6,000 increase in credit card fees in 2010. Westerman indicated the need for a list of SKU's (account codes) for the office so they know how to break out monies in QuickBooks. Our existing ADMS doesn't communicate with QuickBooks. Berryessa said she would talk with Agnitek about what they could do with our system for inputting additional coding accounts. Hellmeister suggested not contacting Agnitek in regards to our QuickBook issues until the TAMU project is completed.

c. Financial Procedure Manual (Berryessa): ASCA needs answers to questions from the ASCA Bookeeper before continuing with process.

5. 2010 Nationals

a. Expenses 2010 (Dolan/Westerman): Dolan requested the Directors review the latest submission from the TX Consortium. The Consortium is asking for no monies except what was sent to the BO as donations to support Finals expenses. The submittal from the Consortium doesn't show this information. The Consortium will donate difference to even balance. According to the budget, \$32, 144 was budgeted and expenses were \$39,413 actual. The BO balance on Finals expenses donated for 2009/2010 is \$5,613.42. Mark Westerman will send an update on the 2010 Nationals budget to the BoD.

Peter Hellmeister/First Vice President joined meeting via teleconference

6. Meeting with Tom Wallis (ASCA auditor/accountant). Agreement for 2010 tax work and audit (Berryessa): Tom Wallis inquired as to whether the BoD had anything specific they wanted to ask. Mr. Wallis will start preparations for our annual audit after April 15th. Westerman discussed how we could better utilize our present bookkeeper and asked if Mr.

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Wallis might have any suggestions in regard to this topic. He suggested that since the present bookkeeper has experience, we might consider hiring someone to come in and do inputting. This would allow the BoD to cut back on the bookkeeper and she could supervise new hire. Our bookkeeper could be the “check” portion of a “checks and balances” system. We could also use someone available who is already working in the BO and the bookkeeper could check their work.

David Clayton/Director in via teleconference

Mr. Wallis’ annual fee went up approximately \$325 for the next 12 months. At the BoD’s request, Mr. Wallis discussed local economy issues. With utilizing PayPal no longer viable for payments for members, the BoD inquired as to whether Mr. Wallis could suggest any other options for ASCA. He was unable to provide any additional information at this time on the matter. Westerman asked as to whether it would be optional for ASCA to set up an international bank account to assist our overseas members. Mr. Wallis indicated it wouldn’t be cost effective to do that.

Mr. Ray Freyer, ASCA member joined the meeting

7. TAMU update (Ford/Professor Jon Jasperson): The Texas A & M University (TAMU) group provided a handout to the BoD for discussion in regards to status-to-date of the ADMS systems review process. Mr. Jasperson and his colleagues discussed the contents of their document and provided a summary/overview for the BoD. The TAMU representatives provided discussion of what they consider are three (3) areas of need for ASCA’s software situation: 1) dog registration/tracking; 2) people/member/judges registration, and; 3) event management (scheduling of shows/trials, results). They indicated there was some functionality in the existing system, but there were also problems with the existing system, such as the system is growing antiquated with time and lack of coordination between data tables. TAMU asked the question, “Where would you like to go in the future?” What technologies are available? Do we want a packaged system, or a package system that can be developed for our needs, or create a system from the ground up? TAMU reviewed other registry websites and other dog related software systems. We could utilize social networking. TAMU is still working on additional ideas. Tentative date set for final presentation report on May 10th. TAMU will try to send out report to BoD prior to meeting in May.

Ray Freyer, ASCA member left meeting;

8. Examine Committee Status (CC, DNA, Education, H & G, Legislative, Nationals, Rally Judge bottleneck, add members) – (Liaisons): Dolan will ask DNA committee if they are willing to pick up H & G portion since H & G committee hasn’t been active since Nationals 2010. Nationals committee hasn’t completed anything since Nationals 2010. The update to the Nationals procedures is close. The committee had a flurry of activity, but nothings come out of it. Dolan suggested having program committees might want to look at their section in the

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Nationals Procedures manual and make suggestions for improvement. Hellmeister wants to try to encourage the Nationals committee to get back on track. This will be added to the Nationals 2011 agenda and will be discussed again by the BoD

Bates inquired if we might have too many committees. Clayton indicated the MVA committee was active but the HOF committee isn't. Berryessa discussed the status of the committees she is liaison to. The Conformation committee is active. The Education committee chair has resigned and no one on the committee has stepped up to take the chair, so the committee is virtually "dead in the water". The Rally committee is still experiencing a judge approval bottle-neck with AKC judges getting approved. The lack of judges hurts the program. Berryessa discussed the possibility of setting up a fact sheet of possible Rally course problems for AKC judges.

9. Committee chairs eligible for a \$200 Nationals attendance stipend (Liaisons):

- | | |
|--------------------------|-----------------------------|
| a. Rally: Lori Fausett | b. Conformation: Liz Gibson |
| c. Jr's: Heather Hawkins | d. Agility: Sue Graham |
| e. MVA: Jan Wesen | f. Tracking: Celeste Kelly |

10. Strategic Plan (Bates): The BoD has approved the strategic plan. Desire is to set goals and objectives for the future needs of ASCA. Located in the Policy Manual and Director's Handbook, the SPC vision is that at every National Specialty, committee chairs should provide their committee's long term goals and objectives. Each BoD member should also provide short and long-term goals and objectives included in the SPC by end of January 31st of following year so SPC can submit plan to BoD at the Spring BoD meeting. The SPC will be making updates to plan and moving forward with strategies. The SPC is a dynamic document and will always be changing. The SPC is ASCA's guiding force as to how we operate our organization. The SPC will be publishing an article in the June/July edition of the AT's in regards to the strategic plan and data retention policy accomplishments along with other items the SPC is presently working on.

11. Honorees at 2011 Nationals (Dexter): The History Committee recommends Marcia Hall for receipt of the 2011 Lifetime Achievement Award at the 2011 Nationals Banquet.

MOTION: Motion by Dexter: I move to honor Marcia Hall with a Lifetime Achievement Award at the 2011 Nationals. Approve: Unanimous. The motion is approved.

I, Sunday Miles, make the Motion that we send Marcia Hall as the Nominee for the 2011 ASCA Honoree to be honored at the WI Nationals.

Second by Jo Kimes

This motion was approved unanimously by the committee.

Marcia Hall is best known for her campaigning, Champion Fieldmaster of FlintridgeCD (the foundation of her Fieldmaster kennels) which is perhaps one of the most influential sires of the

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Australian Shepherd breed. Perhaps however her greatest contribution to the breed was serving as Secretary in the days when every piece of correspondence had to be photo copied, hand correlated, placed in envelopes, etc. She served during the time my father was President. He has often stated it would have been almost impossible to do his job if it hadn't been for Marcia's dedication to the breed;

12. BoD meeting dates at 2011 Nationals (Dolan): BoD will meet on September 19th, 20th and 21st. Scheduled times for the meeting on those dates will be determined at a later date. BoD was unable to schedule times as the 2011 Nationals premium doesn't include the times of day for each event.

13. BoD working 2011 Stockdog (SD) Finals (Dolan): Directors who are available will work the Stockdog Finals in whatever capacity is needed.

14. Overall Technology Plans (Dolan): This topic was handled/discussed during the TAMU update provided earlier today.

15. Affiliate Bylaws Template use (Bates): New affiliate applications and affiliate changes are not utilizing the required affiliate bylaws template when submitting new or revised applications. The affiliate package is on the website and is also available from the Executive Secretary. Procedure is for affiliates to contact the Executive Secretary and she will send out the packet/template upon request. Bates will provide a motion during the April voting cycle to make it mandatory to utilize the template. If the template is not utilized, then the application will be returned as incomplete to the submitter(s).

NEW BUSINESS:

a. Fill Stockdog Committee vacancy (Bates): The vacancy was advertised in the AT. The vacancy arose from the resignation of Stacey Harris. Only one (1) resume was submitted which was from Linda Barhite. Berryessa indicated that there are other members who previously submitted resumes from Region 3 prior to this advertisement who should be considered.

MOTION: I make a Motion to approve Linda Barhite to fill the vacancy on the SDC in Region 3 when Stacie Harris resigned. Approve: Clayton, Bates, Vest, Dolan, Dexter, Ford, Hellmeister; Disapprove: Westerman; Abstain: Berryessa. The motion is approved.

Letter of Dissent (Westerman). Stock Dog Rules and Regulations Chapter 14 Section 1.2 states that "Mid Term vacancies will be announced in the Aussie Times. Resumes from ASCA members must be received by the Executive Secretary within a 45-day period following the publication date of the Aussie Times. All resumes will then be submitted to the Board of Directors who will chose an applicant to fill the vacancy."

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During the discussion for the vote, this rule was specifically pointed out, and the President called for the vote knowing that the 45 day period had not been met.

In addition, there was at least one other member, Joan Holmes, that has more experience on the Stock Dog Committee, that was not submitted to the Board of Directors for consideration. Therefore, I voted against this motion due to the failure of the President to uphold the Rules and Regulations of the Australian Shepherd Club of America by not calling this vote out of order.

- b. Committee Procedures (Berryessa): When posting to email lists and Aussie Times only include committee votes, not committee member names.

Peter Hellmeister left meeting

- c. Discussed when Letter of Dissent was included with vote. Letter of Dissent is included with vote tally only if a Director's vote is in the minority. Not considering whether you vote to approve or disapprove a motion, if you are concerned your vote may be in the minority, you should include a Letter of Dissent" with your vote. A Letter of Dissent will not be included after the vote tally has been published.
- d. Resumes received for Committee's (Berryessa): After completion of each ASCA Nationals, the Executive Secretary is to notify non-selected individuals for which resumes were received since the previous ASCA Nationals, that they were not selected for a committee.

BoD meeting was suspended at 5:15 PM CDT; meeting will resume on April 1st at 9 AM CDT.

Friday April 1, 2011

Meeting resumed/called to order by President Pete Dolan at 9:01 AM CDT.

Present: Ronnie Bates/Director, Tenley Dexter/Secretary, Michelle Berryessa/Treasurer, Rachel Vest/Director, Russ Ford/Second Vice President, Pete Dolan/President, Mary Logue/Executive Secretary, Mark Westerman/Director, Chuck Carnese/ASCA Attorney. Absent: Peter Hellmeister/First Vice President, David Clayton/Director.

1. Office Manager Replacement Committee (Dolan): Dolan requested that a 3-member committee be set up for advertising, interviewing, and making suggestions to the BoD for Jean Miller's replacement. The committee consists of Directors Russ Ford, Michelle Berryessa and Peter Hellmeister.
2. Lawsuit filed against Directors (Carnese): Mr. Carnese discussed the contents of the lawsuit against 3 Directors and the faxed subpoena to Jean Miller for records relating to the lawsuit. He explained various issues/concerns. He also said he would be contacting ASCA's insurance

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carrier about the lawsuit and that the insurance cover's cost for ASCA and the Directors under such instances. Mr. Carnese will monitor the situation and keep the BoD apprised accordingly.

David Clayton joined the meeting via teleconference

3. Enforceable Breeder's Code of Ethics (BCOE) (Dexter/Carnese): Dexter asked Mr. Carnese the BoD's concerns about ASCA could enforce an enforceable COE. When the document was sent out for comments to the membership previously, it was explained that the BCOE was voluntary, not mandatory. What wording would make the BoD comfortable with the process of a breeder contract with a buyer? Dexter just wants some feedback/input from the Bod so the document can proceed forward. It's now in a stalemate.

ASCA members Ray Freyer, Terry Martin, Jane Harrall and Maggie White joined BoD meeting

Discussion ensued in regards to requiring registration papers being presented to buyer at time of dog purchase/transfer. Since a breeder may not have received the ASCA registration papers at the time of purchase/transfer, we should consider different language to cover when registration papers are required to be transferred. Clayton indicated that Florida already has a "puppy lemon law" which has very specific requirements placed on breeders. If anyone has any suggestions, forward them to Dexter for inclusion to get the BCOE moving forward. Mr. Carnese will look into the requirements for the Los Angeles County law.

4. Dog Aggression Rules revisions (Dexter/Carnese): The policy title and use of the word "dog bite" was changed to "dog aggression" at the 2010 Spring BoD meeting. To date, the ASCA rule books don't reflect that the wording was changed. The biggest issue is how to reinstate a dog or if there is a chance of reinstatement. Discussion was held in regards to how insurance is handled by a home owner when it comes to dog biting/aggression. Possibly ASCA could require a mandatory proof of a required amount of insurance by a dog owner prior to the dog being reinstated for competition. Mr. Carnese thinks this could be a good idea. Additional question was raised as to how ASCA acts in due diligence.

Peter Hellmeister joined meeting via teleconference

5. Discuss the Breed Standard revision process (Dolan): Dolan opened the meeting by stating that the topic for discussion of the breed standard was not to revise the standard, but to discuss the ASCA policy/process for amending the breed standard and how the BoD is going to handle the document sent from the membership. Member Terry Martin discussed her stance on the policy. She's not sure that she'll be able to get the mandatory signatures to trigger a membership vote on the Standard. She presently has 600+ signatures but needs a minimum of 20% of the membership. Hellmeister stated that the BoD cannot go ahead and pick up the old information from the previous Breed Standard Committee. Question was asked what the BoD could do to solve the stalemate, make it work and bring before the membership. Clayton stated that he

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previously tried to bring the Breed Standard before the BoD but didn't get any support for it. Dolan indicated that the Executive Committee wasn't disbanded, it just wasn't staffed. Dolan suggested to Clayton to make a motion to change organization and staff committee. Chuck Carnese suggest that there should be no more than five (5) members on the committee and that the committee members should be maintained at an odd number. Ford would like a commitment from the BoD to send some of the breed standard traits which had a previous BoD vote of 8-1 to the membership to vote.

BoD meeting suspended for lunch break.

6. Uniformity in disciplining judges (Dolan/Carnese): The SDC is seeking a recommendation from the BoD in regards to disciplining judges. All other program committees send a recommendation to the BoD in regards to disciplining one of their judges. Bates inquired as to whether discipline and reinstatement of judges should be linked to the Judges Code of Ethics (JCOE). Dexter stated that the SDC should be brought in line with the other program committees in how judges are disciplined (See Dispute Rules 1.1.2). Why have one (1) committee do something differently? Should we direct the SDC to take out of their rules the wording dealing with complaints against judges? The SDC is not the disciplinarian body unless directed by the BoD. Mr. Carnese will draft up the wording for a motion in regards to this discussion for the April voting cycle.

7. SD Judge Approval rules (Bates/Carnese): The process that exists now in the SDC is not the same process as it exists in the other program committees. Is it the correct process? Does it need to be changed because it is different? Mr. Carnese indicated the rules need "tweaking". Vest suggestion adding wording, "under certain circumstances", certain behaviors should be addressed specifically. Is there a BoD directive to committee to look at this? Mr. Carnese stated that an applicant should have the opportunity to address a complaint against them. Presently, there is no appeal process in a judges application.

8. Confidentiality of BoD evaluation of Judge Applicants (Carnese): Mr. Carnese thinks this information should be published. Bates indicated that Westerman had an unfair advantage about his judge's application because he is a Director and he could see the discussion about his judgeship. Berryessa suggested setting up a Yahoo group just for discussions that are to be confidential/"off-line".

9. Affiliate Club IRS status (Carnese): This is a discussion that Mr. Carnese typically has at every Spring BoD meeting for the benefit of new Directors. Affiliates can file a consolidated return if they like. ASCA doesn't have control over filings.

10. Guidelines on when committee members are covered by ASCA insurance (Carnese): If working under ASCA business, there is no question that committee members, affiliates and employees are covered under the ASCA insurance policy.

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11. Paying Show Secretary's for work (Carnese): Mr. Carnese discussed a recent e-mail from a member inquiring as to whether can pay a show secretary for their work at a show/trial. Presently there is no policy in regards to whether they can be paid. We could prohibit payment, but if the person isn't a volunteer, why couldn't they be paid? Rules need to be updated stating someone can be paid if not a volunteer. BoD can address the amount or leave it to an affiliate to decide the amount. A discussion ensued as to whether the Agility committee allowed payment based on number of entries. Dolan said this was not the case. Should there be a cap on being paid? Dolan indicated no.

12. BoD term limits/possible bylaws change (Vest): The only way term limits can be changed is by a Bylaws change. Vest inquired in her "Director's page" in the AT to the membership their thoughts on the subject. Her reason for considering this is to provide more opening on the BoD. As it is now, if only two (2) persons apply for a Director spot, but the schedule has three (3) Directors going off the BoD, then the applicable existing Director remains on the BoD. Mr. Carnese explained that there might be problems filling Directors positions if the existing bylaws are changed.

Motion to adjourn meeting by Berryessa, second by Bates; Approve: unanimous. The motion is approved.

ASCA FOUNDATION MEETING, APRIL 1, 2011:

Dolan called meeting to order of the ASCA Foundation at 2:31 PM CDT

Those present are Michelle Berryessa/Treasurer, Ronnie Bates/Director; Tenley Dexter/Secretary, Rachel Vest/Director, Mark Westerman/Director, Mary Logue/Executive Secretary, Russ Ford/Second/Vice President, Peter Hellmeister/First Vice President, David Clayton/Director, Chuck Carnese/ASCA Attorney.

Chuck Carnese explained to the Directors that the Foundation is a charity organization. We have to make sure ASCA doesn't have conflict of interest between ASCA and the Foundation. Mr. Carnese had the new Directors sign the conflict of interest policy.

1. Treasurer's Report (Berryessa): Current distribution of funds from the Youngblood endowment into rescue and health was discussed. Berryessa discussed the Cee Hambo Jr. Scholarship. A scholarship was not awarded in 2010. Existing directive is to award a \$500 scholarship. This scholarship is paid directly to the college of the junior's choice. Berryessa will write up a charter for the Cee Hambo scholarship. We can't award the scholarship to any junior, the scholarship has to be applied for before a recipient can be named by the BoD.

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Berreyessa suggested that the DNA/H & G committee make suggestions to the BoD of how to spend the monies available. The Phenome committee ended prior to funds being dispersed. Dolan will poll the H & G committee for suggestions on distribution. Berryessa asked if we should designate a minimum limit for the funds so that we always have a base to pull from.

2. Status of Obtaining Contributors to the Foundation (Berryessa): Berryess will place ad in the AT's requesting donations to the Foundation.

Motion to close ASCA Foundation meeting by Bates, second by Westerman; Approve: Unanimous. Motion is approved.

ASCA Foundation meeting closed at 3:00 PM CDT

ASCA BoD meeting reconvened at 3:01 PM CDT and called to order by Pete Dolan.

MOTION: Motion by Vest, second by Berryessa: I move to find against the complaint filed by Holly Press on Feb 16, 2011 regarding the investigation conducted by the Australian Shepherd Club of Texas regarding the Sept 4 & 5th 2010 dog bite incident involving Holly Press' dog Gilley. The attached response details the findings against the complaint and will be sent to the complainant. Approve: Dolan, Vest, Berryessa, Bates, Dexter, Hellmeister, Clayton, Ford; Abstain: Westerman. The motion is approved.

NEW BUSINESS:

1. Official information platform for membership (Hellmeister): Presently, the AT is the official platform for information to the membership. I'd like to suggest making the ASCA website the official platform. The reasoning is that because of publication schedules with the AT, it's difficult to get information out in a timely manner to the membership. Hellmeister asked Dolan to check with Chuck Carnese to see if this is possible.

Motion to adjourn BoD meeting by Bates, second by Berryessa: I move that the ASCA 2011 Spring BoD meeting be adjourned. Approve: unanimous. The motion is approved.

Meeting adjourned at 4:35 PM CDT