

Belted Galloway Society, Inc.
Council Teleconference
October 1, 2020

The meeting was called to order at 8:01 PM EST by President Janie Tripp. Present were Vice President Jack Bagley, Past President Dawson Masters, Secretary Randy Hall, Treasurer Jon Bednarski, Council members Pat Hipple, Victoria Oatley, Sheri Riley. Absent was Council member Paul Tarap. Also present were Jayde Reilly, newsletter editor, Vic Eggleston, Executive Director and Michelle Ogle, show chairperson.

Status of Annual meeting

1. Executive Director Vic Eggleston reported that NAILE would allow small gatherings which could accommodate the BGS Council meeting, however meetings the size of the Annual meeting would not be allowed.
2. Concerns were expressed as to how many Council members could or would attend an meeting at NAILE
3. BGS by-laws do not include any recommendations regarding postponement, only general details regarding the time of the year and the annual meeting quorum. Without an annual meeting quorum, official voting cannot take place.
4. **MOTION** – by Jack Bagley, 2nd Randy Hall that the Society reschedule the Annual meeting to the 2021 NAILE and submit a report to the newsletter with a synopsis of the year. **Unanimous.**

Expiring Council Positions

1. The nomination committee has submitted the names of Paul Tarap, Pat Hipple and Tommy Fey for consideration. Paul for his second term, Pat for her first after completing a year fulfilling an unexpired term and Tommy for his first term.
2. President Tripp Suggested that the Council leave the current Council membership intact until the next Annual meeting scheduled for 2021 due to this election not being able to be officially held because of the lack of a quorum of members due to the postponement of the 2020 Annual meeting. Recent elections for Council members have had the same number of nominees as positions available. There has been minimal participation by mail. Discussion included comments that the Council membership remain intact (which would accept 2 of the 3 nominations) and retain retiring Jon Bednarski on Council for 2021. The rational was that Jon's involvement and investment in the World Galloway Congress, now set to take place in 2021 was vital to the Council and his involvement was necessary to ensure the event was run in the best possible way. Jon expressed a sincere interest in seeing the event through to its completion. Other comments were that Jon did not need to be an active, voting Council member to accomplish his World Galloway Congress goals.

BGS BY-LAWS. (V-17) **Procedures.** *The proceedings of all meetings shall be conducted under Roberts' rules of Order, except that the Council shall have the power to establish additional procedures from time to time for the conduction of elections and other business at General Meetings consistent with the Articles and by-laws of the Society.*

3. Discussion followed regarding how the by-laws could be interpreted.

(V-18) **Nominating Committee:** *There shall be a Nominating Committee consisting of the last three (3) Past Presidents of the Society, the Past President who has just served as President shall be Chairman. If any of the last three Past Presidents are unwilling or unable to serve on the Committee, or is not a Active member owning cattle recorded by the Society the President shall appoint an active member owning cattle recorded by the Society to serve in their stead. It shall be the duty of the Nominating Committee to propose to the general membership those candidates deemed by the Committee to be qualified, capable and willing to serve the Society as members of the Council. The Nominating Committee shall make its report in writing to the President no less than sixty (60) days prior to the Annual meeting. The President will direct the Secretary to prepare an official ballot including the names recommended by the Nominating Committee. The official ballot shall make provision for members voting in absentia to 'write in' their choice for any other qualified member. Thereafter, the official ballot shall be directed to the general membership to be received no less than thirty (30) days prior to the General Meeting. The Nominating Committee shall also propose to Council those members of Council deemed to be qualified, competent and willing to serve as President and Vice President of the Society. The report shall be directed to the President no less than thirty (30) days prior to the Annual meeting of Council. The President shall direct the Secretary of the Society to forward copies of the Nominating Committee recommendations to each Council member no less than fifteen (15) days prior to the Annual Meeting.*

4. Michelle Ogle read the by-laws to the Council and it seems to tie the election to the Annual meeting.

(V-17, 18) **Election of Council members:** *At each Annual General Meeting the members present and constituting a quorum, along with those members recording the voted in absentia, shall elect three (3) Council members for a term of two (2) years each. The members shall also elect by separate ballot a Council member to fill each unexpired term which may exist on the Council. Six Council members shall be elected beginning at the 1987 Annual meeting. The Council members so elected shall immediately draw lots for the length of term each member shall serve, and the results of such drawing shall be recorded in the Minutes of the meeting. At such drawing three(3) members shall be awarded terms of on (1) year and three (3) members shall be awarded terms of two (2) years. No Council member shall be eligible for election for more than two (2) full successive terms. However, a President or Council member completing the unexpired portion of the term of a former President or Council member shall not be deemed to have served a full elected term within the meaning of this section. Only Active Life or Regular members shall be eligible for election as a member of the Council.*

(V-19) **Government:** All terms of office for officers and members of the Council commence on January 1 next after their election, except that in the case of an election to fill a vacancy. Such term shall begin immediately upon election. All officers and member of the Council shall serve until their successors are elected and qualified.

5. **MOTION** – by Randy Hall, 2nd by Jon Bednarski to keep the same Council members until the next proposed Annual meeting in November 2021.

- a. Dawson Masters suggested that the motion was against the by-laws and feels it is being used to deny membership the right to vote. He feels the motion should be reviewed further and amended in the by-laws going forward. Others feel a quorum of the membership is needed to elect Council members per the by-laws and no quorum can be met at this time. Vote was called.

Vote Results (Via Roll Call)

Yay
Jack Bagley
Randy Hall
Jon Bednarski

Nay
Dawson Masters
Pat Hipple
Sheri Riley

Victoria Oatley was absent from the roll call due to technical difficulties with her phone

Vote was a tie, 3-3.

President Tripp voted Yay as a tie breaker

MOTION – passes 4-3

- b. While discussion of the motion just passed was initiated, Victoria was able to rejoin the meeting. A revote was called for even though the motion had been declared by President Tripp.

Revote Results (Via Roll Call)

Yay
Jack Bagley
Randy Hall
Jon Bednarski

Nay
Dawson Masters
Pat Hipple
Sheri Riley
Victoria Oatley

MOTION – defeated 4-3

Further discussion on the motion questioning whether a similar issue had occurred in the past. Michelle Ogle recalled that a lack of membership quorum at a scheduled Annual meeting occurred in 2011. At that time President Ron Howard reviewed the current positions open for Council members and approved the Nominating Committee recommendations. The opinion was offered that President Howard appointed the new Council members using his executive authority as President of the Society.

6. Discussion to determine whether a Council quorum would be present at NAILE

It was determined that not enough members would be present to form a quorum.

7. The Council members reviewed and discussed the by-laws shown above due to the fact that no quorum would be available for further discussions at NAILE. It was determined that the President has the authority to appoint Council members due to a lack of a membership quorum and that the appointment made by President Tripp for the current Council to stay intact, stands. That determination was based on the perceived precedent set by President Howard at the meeting in 2010.

New Business

1. Discussion regarding Louisville entries
 - a. Too early to tell, numbers down across the board
 - b. Requested the belties stay in the same barn as last year
 - c. Concerns about the increasing number of states that have over a 15% Covid positivity rate

Adjournment by acclamation at 9:27 pm EST

Respectfully Submitted,

Randy Hall, Secretary