

Calpaca BOD Special Meeting Minutes via Zoom (Recorded)

Date: January 24, 2024

Time: 6:30pm

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The California Alpaca Breeders Association (Calpaca) represents alpaca owners, breeders, and enthusiasts in California and beyond. We promote the well-being of alpacas and education of the public about alpacas, alpaca fiber, and alpaca products. We support each other through shared information and experiences, and host meetings, speakers and shows for the benefit of members and the public.

Welcome and call to Order -- David

Meeting called to order at: 18:26

Attendees: Dave Scroggins, Sabina Karr, Brandi Mello, Michael Gomes

Michael requests to only discuss Item #2 (Vacancy on Calpaca Board related to Larry's resignation) and table to rest of the agenda. Will discuss additional items at next meeting Feb 5th, 2024

All 4 board members agree on this decision.

Documents/emails to review at this meeting:

- Resolution #1 – Bylaws

New Business

Item 1: Approve meeting minutes from Jan 8th, 2024

Discussion: **Tabled** until next meeting Feb 5th, 2024

Motion by:

Second by:

Vote: *in favor* against abstain

Item 2:

Discussion/Action/Motion—Vacancy on Calpaca Board related to Larry's resignation:

Recommendation/Motion: Determine process to be taken to fill vacant board position.

Discussion:

- Began discussion regarding past boards have looked at the previous election and pulled the individual with the next highest votes to fill current opening. Open to other options.
- Two Board members felt the election should be held since the position is a 2-year position rather than a one-year position.
- Discussion regarding Michael's position as an example, Steven Craig passed away October 11, 2023. Michael Gomes was appointed in Nov to fill the position since he was the next candidate with the highest votes.
- Comment was made that stated the decision was made prior to the 2023 ballots being mailed. Stated it is documented in the meeting minutes. Unclear as to the date and location of the minutes. (10:51)

- “How do we want to proceed?” Send out to the members and have another vote or pick up person next in line?
- The bylaws were reviewed Section 5 vacancies, read out loud, and board discussed concerns on taking time, energy, and additional cost by holding an additional election. Asked Brandi regarding approximate cost of election, “approximately \$100”. Reviewed bylaws and need to have better policies and procedures to follow.
- If Micheal Gomes is interested, he could move into Larry’s position, which is a 2-year position rather than the one-year position he currently holds. Next position could be filled with next candidate.
- Regarding the president being able to vote. One member stated, “As president can only vote if there is a tie” Unable to find mention of this in the bylaws or anywhere else.
- Michael wants to finish the current one-year term and focus on replacing Larry. There were expressed concerns that focusing on an additional election when there are 3 individuals that want to be part of the board.

Motion by: Michael: open up to the membership, special election to replace the open two-year board position

Second by: Brandi

Vote: *in favor* 2 against 2 abstain

Motion did not pass, will schedule an additional special meeting in 7 days. Dave will review the bylaws to ensure the process is followed accordingly. Dave encouraged Michael to consider taking the position of two-year term.

Concerns expressed that a member changed the Calpaca website password and locked the current president out. Need to move past this issue and focus on business. Felt doing the members a disservice.

Calpaca needs revisions on the bylaws and clear policies and procedures.

Adjourned meeting at 19:07

Old Business

Item 1: Discussion/Action/Motion— Board Resolutions #1

Recommendation/Motion: Review Resolution #1: Bylaws, to make suggestions regarding overall objective.

Tabled until next meeting Feb 5th, 2024

Discussion:

Motion by:

Second by:

Vote: *in favor* against abstain

Item 2: Discussion --- / Liaison roles & expectations.

Review roles and responsibilities for each liaison of agreed committees.

Tabled until next meeting Feb 5th, 2024

Committees include:

- Bylaws / Dave (Liaison)
- Membership / Brandi (Liaison)
- Fund Raising / Dave (Liaison)
- Shows / Herdsire Showcase, other shows, (Pen sale)/ Michael (Liaison)
- Youth / Sabina (Liaison)
- All Education, Symposium, / Sabina (Liaison)
- Fiber

Item 3: Discussion/Action/Motion- Discussion regarding website access as well as the webmaster position.

Discussion: **Tabled** until next meeting Feb 5th, 2024

Motion by:

Second by:

Vote: *in favor* against abstain

Item 5: Discussion/Action/Motion – Discussion regarding approved dates to appear on the Calendar

Discussion: **Tabled** until next meeting Feb 5th, 2024

Motion by:

Second by:

Vote: *in favor* against abstain

Item 6: Additional problems, questions, concerns, not on agenda.

Discussion: **Tabled** until next meeting Feb 5th, 2024

Item 7: Motion to adjourn

Motion by:

Second by:

Adjourned at 19:07