

# Calhoun County Agricultural & Industrial Society

## Minutes of Annual Meeting

November 20<sup>th</sup>, 2014 – Marshall Middle School - 7:00 PM

### **Call to Order**

The November 20<sup>th</sup>, 2014 Annual Meeting of CCAIS was called to order by CCAIS Board President, Doug Wildt at 7:08 pm at Marshall Middle School.

Pledge of Allegiance was led by Vic Parker.

Attendance of Board Members with Roll Call was conducted by Susan Baldwin.

Present: Doug Wildt, Nick Collier, Vic Potter, Susan Baldwin, Bill DeSmet, Steven Benham, Bruce Bosserd, Hope Horton, Jim Olds, Vic Parker, Shirland Redfield. All present.

Welcome – Megan Harvey provided a brief review of events for CCAIS for the past year. She introduced the Board members and officers. Harvey also introduced the staff – Phil Smith, Darryl McCormick and Lesley Parker.

Susan Baldwin presented the minutes from the Annual Meeting of December 2013. Motion to approve the minutes was made by Vic Potter, seconded by Jim Olds. Motion was approved.

Paul Woods offered a point of order regarding the Annual Meeting. He asserted that the notice of the meeting did not state the record date for membership, that the Secretary did not sign the notice and that an absentee ballot should have been provided instead of a proxy ballot for voting for Directors. In reply to these concerns, Secretary Baldwin noted that the record date for determining membership had been stated at several Board meetings and was stated on the CCAIS website. Regarding the notice to members, it was signed by the Board President and sent by staff, which met the meeting notice requirements. Regarding the proxy ballot, the CCAIS Bylaws use the term “proxy” which is a legal term and relates to authorization of one person to act for another – it does not refer to absentee voting.

Bill DeSmet provided the Treasurer’s report. He discussed the 2014 actual and budget figures. He also noted line items of interest. Revenues and expenses are reported on a cash-flow basis. He noted that there were some extra costs in payroll due to necessary

overtime and turn over. DeSmet also noted some expenses that had not been anticipated for 2014 including grandstand repairs.

DeSmet then discussed the 2015 budget. He noted differences between 2014 and 2015 such as one-time items and on-going expenses. The 2015 budget projects \$32,000 revenue over the 2014 actuals. 2015 expenses are projected at \$14,000 over 2014 actuals. The CCAIS cash balance is currently at \$167,883.12. Staff will work to limit cash out from now until May.

#### **Public Questions regarding budget –**

Jack Rocco asked what the top revenue and expenses were. Bill DeSmet indicated that the top revenue sources were grandstand, gates, and sponsorships. The top expenses were payroll, utilities, and program expenses.

Russ Clutter asked if anything was being budgeted for capital expenses. DeSmet replied that nothing is in the budget as they are working on a five year master plan. Clutter also asked if CCAIS receives donations, can those funds be used for capital items? DeSmet said yes.

Lee Fischhaber asked if the budget was going to have positive revenue. DeSmet stated that the budget proposes \$25,000 income over expenses. He also explained that the budget would be voted on by the Board at the next Board meeting. He stated that each year, the fair has started with a good balance in the bank.

#### **Request for Removal of Directors -**

A request had been made to have the membership vote on removal of Board members Hope Horton and Vic Parker. Doug Wildt introduced the process and stated that Steve Hinkley and his team of volunteers would be handling the process, voting and ballot count.

Steve Hinkley explained the rules and process that applied to removal of Board members. He answered questions about the recall language and the number of votes needed. He also addressed how a person was eligible to vote on removal. Under the requirements of the Bylaws, 206 votes would be needed to remove a Board member.

Following Hinkley's explanations, members were asked to vote on the removal of Board members. While the votes were counted, the Annual Meeting continued.

#### **Awards**

CCAIS presented the following awards:

Years of Service – Claude and Bonnie Laing

Dedication of Fair Book – Margaret and John Taylor

Volunteers of the Year – Michelle Albrecht and Grant Myers

Lifetime Member – Bruce Bosserd

**Results of Recall Vote** – Steve Hinkley reported that the recall voting failed for both Board members Horton and Parker. Horton received 170 votes to remove – Parker received 179 votes.

**Board Member Election** – Steve Hinkley indicated that the meeting would now move to election of Board members. There are three seats to be filled. Hinkley explained how ballots must be marked using an “X” to have a valid vote. Circling the names will not count. The following persons were proposed by the Nominations Committee and on the ballot: Vic Potter, Amanda Shreve and Doug Wildt. Hinkley then asked for nominations from the floor. He indicated that Roberts Rules of Order require asking for nominations three times. The following individuals were nominated: Eric Myers (accepted the nomination), Tom Carr (accepted the nomination), Christina Guerin (accepted the nomination), Pat McCann (declined the nomination), Bruce Bosserd (declined the nomination.) Bud Moe moved to close the nominations, George Youngdahl Motion to close nominations was approved by the membership.

Nominees were given the opportunity to make remarks to the membership. Following remarks, the vote was taken and the votes counted. Steve Hinkley reported that the candidates receiving the most votes were Doug Wildt, Amanda Shreve and Tom Carr. These three candidates will fill the open seats on the Board.

Catherine Yates will keep the ballots until a vote is taken by the Board to destroy the ballots after the required holding time.

**Adjournment** – Motion was made by Nick Collier, seconded by Steven Benham, to adjourn the meeting at 8:45 pm. Motion passed.

Submitted by Susan Baldwin, Board Secretary