

**SUMMARY AND TRANSCRIPT OF ZOOM VIDEO CONFERENCE  
CFA BOARD OF DIRECTORS  
MARCH 2, 2021**

**Secretary’s note:** This index is provided only as a courtesy to the readers and is not an official part of the CFA minutes. The numbers shown for each item in the index are keyed to similar numbers shown in the body of the minutes.

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**Secretary's Note:** The Officers and Board of Directors of the Cat Fanciers' Association, Inc. met on Tuesday, March 2, 2021, via Zoom video conference. **President Darrell Newkirk** called the emergency meeting to order at 8:00 p.m. Eastern Time. A roll call by **Secretary Rachel Anger** found the following members found to be present:

**Mr. Darrell Newkirk (President)**  
**Mr. Richard Mastin (Vice President)**  
**Ms. Rachel Anger (Secretary)**  
**Ms. Kathy Calhoun (Treasurer)**  
**Ms. Sharon Roy (NAR Director)**  
**Mrs. Pam Moser (NWR Director)**  
**Steve McCullough, D.C. (GSR Director)**  
**Mr. John Colilla (GLR Director)**  
**Mr. Howard Webster (SWR Director)**  
**Mrs. Cathy Dunham (MWR Director)**  
**Mr. Kenny Currle (SOR Director)**  
**Ms. Yukiko Hayata (Japan Regional Director)**  
**Ms. Pam DelaBar (Europe Regional Director)**  
**Ms. Cyndy Byrd (Director-at-Large)**  
**George Eigenhauser, Esq. (Director-at-Large)**  
**Mrs. Carol Krzanowski (Director-at-Large)**  
**Ms. Melanie Morgan (Director-at-Large)**  
**Mr. Brian Moser (Director-at-Large)**

**Also Present:**

**Shelly K. Perkins, Attorney at Law, CFA Legal Counsel**  
**Allene Tartaglia, Executive Director**  
**James Simbro, IT Systems Analyst**  
**Eva Chen, ID-China Representative**  
**Gavin Cao, China Business Advisor**  
**Matthew Wong, ID Representative**

**Absent:**

**None.**

**Secretary's Note:** For the ease of the reader, some items were discussed at different times but were included with their particular agenda.

**Newkirk:** The meeting is called to order. Madame Secretary, will you please call the roll?  
[**Secretary's Note:** Secretary Rachel Anger called the roll, as reflected above.]

## SUMMARY

### 1. APPROVE ORDERS OF THE DAY.

The Orders of the Day were accepted without objection and became the Orders of Business.

### 2. RATIFICATION OF ONLINE MOTIONS/APPROVAL OF PRIOR MINUTES.

	Moved/ Seconded	Motion	Vote
<b>MOTIONS THAT DO NOT REQUIRE RATIFICATION</b>			
1.	Anger Eigenhauser 02.15.2021	For the April 9-10, 2021 BAOS, the tuition fee will be \$75 for judges and \$150 for breeders. Additionally, for the attendees of the October 2020 BAOS, a refund between the tuition fee and the above fee structure will be provided, in a method to be at the discretion of the Board of Directors.	<b>Motion Carried.</b> DelaBar abstained.
2.	Anger Krzanowski 02.19.21	Due to the cancellation of Jim Dinesen and Cathy Dinesen, for the Cats Kansas City show to be held March 27, 2021 in Gardner, Kansas (Region 6), grant emergency exceptions to: (a) substitute guest judge Murlene Priest (ACFA) in place of Kathy Black (LH/SH); (b) waive Judging Program Rule 3.02.c. to allow the guest judge approval with less than 60 days' notice; and (c) substitute Darrell Newkirk in place of Jim Dinesen, and substitute Kathy Black in place of Cathy Dinesen.	<b>Motion Carried.</b> DelaBar abstained.
	Moved/ Seconded	Motion	Vote
<b>MOTIONS THAT REQUIRE RATIFICATION</b>			
3.	Executive Committee 02.06.21	Regarding the 6x6 shows in Huntsville, Texas on February 6/7, 2021, for the Stars & Stripes Tabby & Tortie club's February 6, 2021 show in Texas, due to a delay in judging allow Carolyn Owen to complete her Premiership and Household Pet judging on Sunday before the Wildcatters Cat Club show February 7, 2021.	<b>Motion Carried.</b>
No discussion.			

**Ms. Anger** moved to ratify the Executive Committee motion. Seconded by **Mr. McCullough**, the motion was **ratified by unanimous consent**.

### 3. CONSTITUTION-LEGAL ADVISORY COMMITTEE.

**Ms. Byrd** moved to approve the CFA Constitution amendment proposals, as presented and amended. Seconded by **Mr. Mastin**, **Motion Carried**. P. Moser and McCullough voting no.

**Ms. Byrd** moved strike out "or committee" from Article VII, Section 3.b. Seconded by **Mr. Mastin**, the amendment to the main motion was **ratified by unanimous consent**.

**Ms. Byrd** moved to approve the CFA Restated Certificate of Incorporation amendment proposal, as presented. Seconded by **Mr. Mastin**, **Motion Carried**.

#### 4. NEW BUSINESS.

##### (a) Delegate Fee Issue.

**Ms. Morgan** moved to charge the delegate fee, then provide a \$30 reduction on club insurance in 2022 to any club that seats a delegate at the 2021 annual. Seconded by **Mr. McCullough**, **Motion Failed.** Morgan, Roy, B. Moser, McCullough, Hayata and Colilla voting yes. P. Moser abstained.

##### (b) Club/Exhibitor Survey.

**Ms. Morgan** moved to accept the Club Survey, as amended. Seconded by **Mr. Mastin**, the motion was **ratified by unanimous consent.**

**Ms. Morgan** moved to accept the Exhibitor Survey, as amended. Seconded by **Mr. Mastin**, the motion was **ratified by unanimous consent.**

##### (c) Motions.

**Ms. DelaBar** moved that, for its show on October 16/17, 2021 in the Chapiteau de Fontvielle, Monaco, grant the Cat-H-Art club permission to hold an in-conjunction show with the LOOF club Association Feline Mediterraneene on the condition that the club be informed that they should comply with the Guidelines (and enclose a copy with our approval). Seconded by **Mrs. Krzanowski**, the motion was **ratified by unanimous consent.**

**Mr. Currle** moved to grant an exception to Show Rule 6.35.c. and allow the Swire Cat Fanciers Club to extend their closing date by one day to 9PM China time on Wednesday, March 3, 2021. Seconded by **Mr. Eigenhauser**, the motion was **ratified by unanimous consent.**

**Mr. Currle** moved that, for its 225 entry limit, 1.5 ring show (1 LH/2 SH) on March 13, 2021 in Hangzhou China, grant the Yan Huang Cat Club an exception to the Evaluation section of the Associate Judge Program adopted June 3, 2020, which states: *...At least one CFA judge must be at each show at which any Associate Judge officiates, to serve as a lead judge to answer questions and provide assistance, if needed.* Seconded by **Ms. Calhoun**, the motion was **ratified by unanimous consent.**

#### 5. CENTRAL OFFICE – 2021 ANNUAL MEETING.

In an executive session motion, **Mr. Eigenhauser** moved to approve the payment to the Westin Galleria in Houston, Texas in cancellation of the contract for the June 15-20, 2021 CFA Annual Meeting. Seconded by **Mr. Mastin**, the motion was **ratified by unanimous consent.**

TRANSCRIPT

Reports of Officers, Boards, and Standing Committees

1. APPROVE ORDERS OF THE DAY.

<b>CFA EXECUTIVE BOARD</b>		
<b>Teleconference Meeting Agenda</b>		
<b>March 2, 2021</b>		
1.	Approve Orders of the Day	Newkirk
<b>Reports of Officers, Boards, and Standing Committees</b>		
2.	Secretary’s Report – Ratification of Online Motions	Anger
3.	Constitution-Legal Advisory Committee	Byrd
4.	<u>New Business – Delegate Fee Issue.</u>	

**Newkirk:** Everybody got the pre-printed agenda and we have some additional items to add under the Orders of the Day. We have Orders #2 and #3, which are in open session, and we have some orders to add. One is to discuss the delegate fee. We have one for approval of the club/exhibitor survey that needs to be added. George, do you want to talk about the one you mentioned? **Eigenhauser:** I’m just talking about the three [motions] that got sent to the board earlier today. I think Rachel sent them. **Newkirk:** She did. I think the second one can be in open session. I think the first one and the third one probably need to be in closed session. Is that what you wanted, Kenny? **Currle:** Whatever you think, Darrell. They are going to have to be discussed anyway. The way they have been worded, it looks as though we have protected any individuals that would be included in the discussion. **Newkirk:** Rachel, do you have an opinion? **Anger:** I think closed session would be good, with the right to move it to open session if we feel that sensitive names and contracts and things aren’t discussed. **Newkirk:** Alright, so let’s put the first one and the third one in closed session, and the Cat-H-Art for their in-conjunction in open session. Is that OK? So, with those, are there any other additions or corrections to the Orders of the Day? Is there any objection to the amended Orders of the Day? Hearing no objection, the amended Orders of the day are ratified.

**The Orders of the Day, as amended, were accepted without objection and became the Orders of Business.**

[**Secretary’s Note:** The results of the two motions moved to executive session were later moved back to open session by online motion.]

## Reports of Officers, Boards, and Standing Committees

### 2. RATIFICATION OF ONLINE MOTIONS/APPROVAL OF PRIOR MINUTES.

#### RATIFICATION OF ON-LINE MOTIONS

	Moved/ Seconded	Motion	Vote
<b>MOTIONS THAT DO NOT REQUIRE RATIFICATION</b>			
<b>1.</b>	Anger Eigenhauser 02.15.2021	For the April 9-10, 2021 BAOS, the tuition fee will be \$75 for judges and \$150 for breeders. Additionally, for the attendees of the October 2020 BAOS, a refund between the tuition fee and the above fee structure will be provided, in a method to be at the discretion of the Board of Directors.	<b>Motion Carried.</b> DelaBar abstained.
<p><b>DelaBar:</b> I feel rather held hostage by Robert’s Rules if I want the BAOS to continue as scheduled but think the fee structure should be lower for non judges (judges get points on the education scale we have to turn in every 5 years). On the flip side of this, I paid the \$300 to cover the tuition for Nadejda Rumyantseva (\$100) and Cristiano Perillo Marcone (\$200) for the October BAOS, of which \$75 would be reimbursed to me. I am also one of the BAOS instructors for this course and I always either waive any payment to me or have the money go directly to my regional treasury (Peter has done the same). This is to let you know I do have some monetary stake in this decision before the board. Another consideration is the USD is not favorable to the Euro; the cost of the school would come out around 125 Euros for EU students and that is within reason (a \$125 USD fee would be around 100 €). Question to the chair: since I do have a monetary stake in the board decision (albeit small), would my abstention require further ratification by the board or counted usually as a “not present for the vote”. <b>Newkirk:</b> As for an abstention, it is like you were not present. Therefore an abstention has no negative effect on the unanimity of a vote. <b>DelaBar:</b> I am now more concerned with Barbara deciding (perhaps with Loretta) to change the date after telling us it was 9-10-11 April - which we advertised to the region. Neither Peter nor I were consulted as to the when and why there should be a change in date - we were just told. <b>Newkirk:</b> I just got off the phone with Barb Jaeger. They need several weeks to pull together what is needed for a successful BAOS. Since the price was a factor and is now before the full Board, this pushes back the time frame for them to pull this together. Barb checked with Loretta and they agreed that they need to push the date back one week. I am not sure this will create a bit problem for attendees and the instructors. Just wanted to fill in the info for the date change with the Board.</p> <p><b>Mastin:</b> Pam brings up a potential concern for some board members who may have some monetary stake when voting on this motion, and it may be helpful to hear from Shelly on what is required if we have a number of board members who abstain or do not vote on this motion. Sharing thoughts on the motion –</p> <p>As Rachel pointed out this is time sensitive for the upcoming training session (assuming we want to provide the participants with a lower cost to attend), and it sounds like it would be helpful to obtain the full boards support. Additional information on pricing structures was mentioned, as Kathy and I shared with Barbara and Loretta, pricing structures should be presented by committees with rationale to the board to approve. This is why the motion is now presented to the board for approval. The board should consider setting a policy on all pricing structures for the future (assuming this may not be done in other areas/committees). This will prevent prices from moving without notice and also allows the board to participate in rationale on price structures. I believe it was Melanie and Pam that commented at this past weekend’s board meeting on asking the BAOS Committee to lower the virtual training cost, because they felt the current fee structure is too high for virtual training, and to attract more attendees, and for other reasons I do not remember.</p> <p>I felt the focus group did a very nice job sharing information on past in-person training costs, and the current virtual training pricing structures, and thoughts on addressing the concern to further reduce the pricing structure on virtual training.</p>			

	Moved/ Seconded	Motion	Vote
		<p>Barbara and Loretta had good points on why they wanted the fee structure to be set at y-\$'s and Kathy and Rachel had equally good points on why they wanted the fee structure at x-\$'s. I shared some comments with the group on setting a price structure for virtual training to encourage more attendees with more sessions throughout the year to increase CFA awareness and greater participation on different levels, and possibly achieve much larger annual attendance (from dozens a year to possibly 100s a year). I also suggested they not set the pricing structures to low at this time, reminding them they can always make a recommendation to the board to reduce the new pricing structure at a later date or next year.</p> <p>The discussion and establishing the new fee for judges went very well with everyone agreeing to the \$75 fee with very little negotiating. The tougher challenge was to reduce the current \$200 breeder fee to \$150. As you can imagine everyone had different amounts they would like it to be. After they each shared their reasoning for what they wanted, I asked the group what are they all comfortable with based on some thoughts I shared. It did not take too long and they all agreed on \$150 being an acceptable amount. And they all agreed to doing something in the form of a refund/rebate/CFA credit for all those who paid for the October virtual training, however, they decided it would be the board's decision on how best to handle the refund/rebate/credit).</p> <p>The new fee structure may not be what everyone would like to see (some of us may prefer higher or lower amounts). The key to what is in front of us to support is the focus group did accomplish what was asked, and that was to lower the current virtual training fees. And, they all agreed to the new fees, and they are now asking the board to support the recommendation.</p> <p>In closing, don't sell your training short it has great value and people will pay for that training. You can reduce the price later (or run a special a couple times of the year to attract more participation), and raising prices is harder and is not always welcomed, they normally result in complaints and less participation. If you set the price to low, someone may come back to us and ask to raise the price (let's try to avoid this for a few years).</p> <p>I support the motion as Rachel has presented, and I hope everyone else does the same.</p> <p><b>DelaBar:</b> Appears there is a bit of a problem with me bring up concerns about the fee structure. Appears Barbara Jaeger has sent the instructors an email changing the date until the following week. I am opposing this action on her part as we have seriously advertised the 9-11 April dates throughout R9. Additionally the motion in front of the board is for the 9, 10, 11 April dates. <b>Eigenhauser:</b> The motion was to set the fees "For the April 9-10, 2021 BAOS" and a refund for the October 2020 BAOS. If that is no longer the date, it might be better form to amend the motion. <b>DelaBar:</b> We have more than enough time - the flyer, which Barbara was crying about, will only be 5-6 days delayed. This does not change the course content one bit, and the fee change will also not change the course content. What will change is CFA's credibility on changing the dates after advertising them. <b>Mastin:</b> I amend the motion the first sentence of the motion to - "<b>Effective immediately, BAOS Virtual</b>" tuition for judges will be \$75 and \$150 for breeders". All the rest can stand as is. George, thank you for pointing this out. <b>DelaBar:</b> Rich, your motion will not affect the dates of BAOS and hopefully will help overall. Both Peter and I feel we were "tricked" into putting our credibility on the line for this BAOS. There should be very few changes to the online course that was conducted in October and this is not rocket science. Peter has been lead instructor before and I have also been a BAOS instructor. What is strange is at the initial discussion over dates, I told Barbara I could not conduct the BAOS the 3rd and 4th weekends of April - the 3rd weekend I had an invitation to judge a FIFe show in Germany and the 4th weekend I had a contract for Japan. So, Barbara picks a weekend I had originally said I had blocked. I hope I do not have to remind the board that CFA is behind FIFe, and currently WCF and LOOF. We still need to continually prove that we are viable and have staying power in Europe as we are the proverbial new kid on the block. To grow, we need to put on shows and we need the judges to do so. We cannot afford to play games here. And yes, I am angry. <b>Newkirk:</b> I sent Rich a private email asking him to withdraw his amendment, because Barb sent a note out that she will keep the April 9-11 BAOS date. Once Rich withdraws his amendment, I will call the question on the original motion. <b>Mastin:</b> I withdraw my amendment.</p>	
2.	Anger Krzanowski 02.19.21	Due to the cancellation of Jim Dinesen and Cathy Dinesen, for the Cats Kansas City show to be held March 27, 2021 in Gardner, Kansas (Region 6), grant emergency exceptions to: (a) substitute guest judge Murlene Priest (ACFA) in place of Kathy Black (LH/SH); (b) waive Judging Program Rule	<b>Motion Carried.</b> DelaBar abstained.

	Moved/ Seconded	Motion	Vote
		3.02.c. to allow the guest judge approval with less than 60 days' notice; and (c) substitute Darrell Newkirk in place of Jim Dinesen, and substitute Kathy Black in place of Cathy Dinesen.	
No discussion.			

**Newkirk:** We will start with Order #2. Rachel, that's you. **Anger:** You see there before you the motions that do not require ratification.

	Moved/ Seconded	Motion	Vote
<b>MOTIONS THAT REQUIRE RATIFICATION</b>			
<b>3.</b>	Executive Committee 02.06.21	Regarding the 6x6 shows in Huntsville, Texas on February 6/7, 2021, for the Stars & Stripes Tabby & Tortie club's February 6, 2021 show in Texas, due to a delay in judging allow Carolyn Owen to complete her Premiership and Household Pet judging on Sunday before the Wildcatters Cat Club show February 7, 2021.	<b>Motion Carried.</b>
No discussion.			

**Anger:** If we scroll down, there will be a few that do require ratification. There is our motion that requires ratification. This is the one about the 6x6 show in Texas that the Executive Committee approved while we were having our February board meeting. The show has already taken place, so this is kind of after the act, but that is New York law. **Newkirk:** That's right. **Anger:** I would like to move that we ratify the Executive Committee motion that was passed on February 6<sup>th</sup>. **McCullough:** Steve seconds. **Newkirk:** Thank you Steve. Is there any discussion on this? Hearing no discussion, is there any objection to the ratification of the Executive Committee's motion here? Hearing no objection, by unanimous consent, it is approved.

**The motion is ratified by unanimous consent.**

**Anger:** Thank you. That's all I have. **Newkirk:** Thank you very much, Rachel.



### 3. CONSTITUTION-LEGAL ADVISORY COMMITTEE.

*Committee Chair:*        **Cyndy Byrd**  
*List of Committee Members:*    **George Eigenhauser, Ed Raymond, Shelly Perkins, Rich Mastin**

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#### **Brief Summation of Immediate Past Committee Activities:**

*The Legal Advisory Committee has prepared items for presentation to the delegates at the 2021 Annual Meeting. These include amendments to the CFA Certificate of Incorporation and Constitution. These changes are necessary to bring CFA's governing documents into compliance with New York Not-For-Profit Corporation Law. Once approved by the Board, the amendments will require a 2/3 majority vote by the Annual Meeting delegates in order to pass.*

#### **Board Action Items:**

1.     *Approve the CFA Constitution amendment proposals presented below.*

**Newkirk:** Let's go on to Order #3, which is the Constitution-Legal Advisory Committee. Cyndy Byrd, you are recognized. **Byrd:** I am sure you all have seen our submission. The first piece on it is the constitution. We have broken it out into seven different amendments. Each of those is explained, as I am sure you have already seen. I color coded each of the changes within the body of the constitution so that in our campaign to get this passed, it would be easy for people to see what each section is and how necessary it is. So, where we see the pink text, that's a mandatory change. The next one is orange, and those are whole, new sections that were put in because of requirements by New York law. Then we come to the non-mandatory ones that are blue and green and purple. Hopefully, this will help people understand what each amendment is and encourage them to vote for them. The body of the constitution itself is pretty much finished. Our eagle eye Carol found a few more things that needed to be changed, but they are simple wording things. Where it says, "member" and it should say "member club", we want it to say "member club." There were a few places in the new language where the constitution is referred to as the "bylaws", so I would switch that to "constitution", at least until we change the name to "bylaws" if we do. So, I'm asking of you in this first part to please approve our work on our constitution amendment. **Mastin:** Rich will second. **Newkirk:** Thank you very much, Rich. So, let's open it up for discussion. If anybody has got any comments on any of these, Cyndy has done a great job, along with the members of the Legal Advisory Committee. I want to give some kudos to Mary Auth, because she got this going. Cyndy picked up the baton and carried on with it. So this stuff we have to change in order to comply with New York not-for-profit corporate law. **DelaBar:** I just wanted to add that I had several back and forth emails with Cyndy on getting the explanations of what was moved where, how and why certain things were showing up. I think that this was a phenomenal job. I am all ready to go out to my area and make sure that they are all in support of this constitution and effort. [Transcript goes to each individual section being discussed.]

**Newkirk:** Any other questions on the proposal here? Everybody is fine with all the other changes that we need to make to our constitution? Are you ready for the question? I'm going to

call the vote on this, since this is important, OK? So, all those in favor – **P. Moser:** Wait, I have a question. I'm sorry Darrell, I have a question. **Newkirk:** OK, go ahead. **P. Moser:** So, are we voting on, that we're going to accept this the way that it's written now? **Newkirk:** Yes. **P. Moser:** Is that correct? **Newkirk:** That's correct. Do you have another concern? That's why I'm asking for debate. **P. Moser:** Well, I don't know. To me, I don't know. It just seems like it's a little bit rushed, but it could be just me. **Newkirk:** Well, this was pre-noticed. Everybody had a chance to go over it. You worked on the committee when this all got started. **Byrd:** It is virtually the same as what you saw last month. There have been some very minor changes. **Anger:** Just clarifying, we are not adopting these. What we are adopting is this, as a proposal to send to the delegates. Everybody is correct on that? **Newkirk:** That's correct. This is actually amendments being sponsored by the Board of Directors, so CFA, which now is not in compliance with New York not-for-profit corporate law, so that we become compliant with the not-for-profit corporate law of New York. Cyndy, is the Articles of Incorporation included in this, or do we have a separate – **Byrd:** That's the next action item. **Newkirk:** OK, good deal. So, let's vote on this. Everybody in favor of this proposal to be sent to the delegation for ratification, please raise your hand.

**Newkirk** called the motion. **Motion Carried.** P. Moser and McCullough voting no.

**Newkirk:** OK, Brian Moser, Melanie Morgan, Rich Mastin, Carol Krzanowski, Rachel Anger, Cyndy Byrd, Sharon Roy, Kenny Currle, Howard Webster, George Eigenhauser, Cathy Dunham, Pam DelaBar, Hayata-san, John Colilla, Kathy Calhoun. Take your hands down please everyone. Do we have any no votes? If you are a no vote, raise your hand. Steve McCullough is a no, Pam Moser is a no. Any abstentions? I see no abstentions. Rachel, you can announce the vote when you have them calculated. **Anger:** We have 15 yes votes, 2 no votes, zero abstentions. **Newkirk:** OK, so the motion is ratified. The delegates can start reviewing this, and hopefully get ratification of this so that we're compliant with New York not-for-profit corporate law.

2. *Approve the CFA Restated Certificate of Incorporation amendment proposal presented below.*

**Time Frame:**

*Both of these items must be approved by the Board in time to be submitted to Central Office by March 15, 2021 to be prepared for the 2021 Annual Meeting agenda.*

*Respectfully Submitted,  
Cyndy Byrd, Chair*

***Proposed Amendments to the CFA Constitution***

*The Board has known for some time that our constitution is out of compliance with New York Not-for-Profit Corporate law (N-PCL) and has worked with our CFA attorney and our New York attorneys and to bring our constitution in line with New York law.*

*Mandatory changes to comply with New York law are amendment proposals #1 and #2. These changes are mandatory, not optional. If we do not make the changes to our constitution the changes are deemed made because New York law will supersede our constitution. By approving*

*the mandatory amendment proposals, we maintain control of our constitution. You will note, as you review each item, that there is little change to the content of the constitution. Those sections added are required to describe practices not currently covered by the constitution, even though they may be current practices of our organization. Approval of these mandatory amendments requires a 2/3 majority vote of the delegates. We request and truly require the delegates' strong support of these changes.*

*Amendment proposals #3 through #7 are not mandatory changes but are “housekeeping” changes to update the constitution to reflect CFA’s current practices and clarify terms, renumber sections as required by changes, improve the flow of the document and change the title of our constitution to comply with New York legal terminology. Again, you will notice little change to the content of the constitution. Constitutional amendment proposals require a 2/3 approval vote of the delegates. Although these changes are not mandatory, the board requests the delegates’ strong support of these amendments.*

**Constitutional Amendment #1:** *Add to or adjust current language in the CFA Constitution to comply with New York Not-for-Profit Corporation Law. These are mandatory changes that must be made to comply with New York law.*

**Changes to be made:**                    *Pink Text*

*Article IV§2 – clarifies that demand for a special meeting is to be delivered to the CFA Secretary. This clarification of process is required to comply with N-PCL § 603(c).*

*Article IV§5 – clarifies that the delegate fee is for each delegate or proxy, not the vote. Paying for votes is illegal. This clarification is required to comply with N-PCL §609(a)(5) which prohibits the sale of proxies or votes.*

*Article IV§7 – clarifies what is required for a quorum. This clarification is required to comply with N-PCL§608.*

*Article VI§5 – describes that vacancies are to be filled by the Executive Board until the next Annual Meeting, rather than for the balance of the unexpired term. This clarification is required to comply with N-PCL§705(c).*

*Article V§3 – added language to comply with NY Executive Law Article §172-b*

*Article VII§3(a) – added language states how a meeting may be adjourned. This language is required to comply with N-PCL§711(d).*

*Article VII§3(b) – clarifies how meetings can be held electronically (e.g., Zoom or telephonic conference calls). This language is required to comply with N-PCL§708(c).*

**Rationale for the change:** *The above changes are required to bring CFA into compliance with New York law. We need to pass these amendments by a 2/3 majority of the delegates.*

**Constitutional Amendment #2:** *Add new sections to the CFA Constitution in order to become compliant with New York Not-for-Profit Corporation Law. These are mandatory changes that must be made to comply with New York law.*

**Changes to be made:**                      *Orange Text*

*Article IV§3 – describes how and when members are to receive notice of meetings. This section is required to comply with N-PCL§605.*

*Article V§2(a) – the current language is replaced by new language describing the reports required to be presented at the Annual Meeting. The reports required are very similar to those currently listed, but more detailed. This section is required to comply with N-PCL§519.*

*Article VI§6 – this section is added to state the process at the resignation or removal of a board member. This section is required to comply with N-PCL§§706 and 714.*

*Article VII§3(c) – this section describes how the board can take action through fax or email voting if all members consent to the action. This section is required to comply with N-PCL§708(d).*

*Article VII§5(a-d) – the new language describes the voting rules for actions that can be taken by the board and those that require a vote of the delegates. This section is required to comply with N-PCL§§509, 510, 802, 903 and 1002.*

*Article XVI§§1-4 – the new sections describe how policies and procedures are to be adopted, books and records are to be kept and forbids loans to directors and officers. These sections are required to comply with N-PCL§§201, 715-A, 715-B, 716, 805 and IRS codes.*

**Rationale for the change:** *The above changes are required to bring CFA into compliance with New York law. We need to pass these amendments by a 2/3 majority of the delegates.*

**Constitutional Amendment #3:** *Add or change language in the CFA Constitution to clarify and/or update language to reflect current CFA practices.*

**Changes to be made:**                      *Green Text*

*Article III§3 – allows electronic communication and clarifies negative information about applicants is to be submitted in writing.*

*Article IV§1 – allows a process for changing the Annual Meeting date/location/manner or meeting, such as was necessary in COVID times.*

*Article IV§2 – clarifies that the board may call a special meeting of the board.*

*Article IV§4 – clarifies that the “proof” of notification is to be preserved, rather than the “container.”*

*Article IV§5 – removes the reference to “Paragraph 1 of Section 3” to simplify and clarifies clubs are represented by the delegate or proxy.*

*Article V§2(b) – replaces “mailed” with “provided” to allow for electronic communication.*

*Article V§3 – clarifies that the audit committee obtains, rather than completes the audit, and reports the audit information to the board.*

*Article VI§1 – adds (5) following the word “five” for consistency.*

*Article VI§2(f) – allows for electronic communication and tabulation of ballots when in-person tabulation by inspectors is not possible.*

*Article VI§5 – allows for electronic communication.*

*Article VII Title – adding “Meeting and Voting” to the title better describes the topics of the article.*

*Article VII§2 – allows for electronic notice.*

*Article XIII Paragraph 2 – clarifies delegates and proxies may vote to change show rules.*

*Article XIII – Paragraph 3 is deleted because it repeats the wording found in Article VII§6.*

*Article XV§1 Title – corrects a previous typographical error.*

**Rationale for the changes:** *In the recent past, some language in the Constitution has been changed to describe our more modern ways (e.g., including email as a means of communication) but there are still a number of areas where updating the language to describe current procedures is needed. This amendment proposes changes that will update the language of the Constitution to describe our current procedures.*

**Constitutional Amendment #4:** *Change all notation in the CFA Constitution regarding the word “member” in the CFA Constitution to either “member club” or “club member.”*

**Changes to be made:** *Blue Text*

*Each occurrence throughout the Constitution.*

**Rationale for the change:** *CFA members are the clubs. However, throughout the CFA Constitution, the word “member” is used to describe both clubs and members of the clubs. This amendment proposes using the terms “member club” or “club member” to clarify each reference and avoid possible confusion. This change makes no core change to the provisions of the Constitution.*

**Constitutional Amendment #5:** Move the unchanged Breed Council Standing Rules from Article XI to Appendix A of the CFA Constitution.

*Purple Text*

**Rationale for the change:** Each article of the Constitution describes an aspect of the CFA organization and its procedures. The Breed Council Standing Rules apply only to the functioning of Breed Councils. Moving the Breed Council Standing Rules to Appendix A of the Constitution preserves the entire section unchanged while maintaining the flow of the articles as pertaining to the overall function of CFA as an organization. Moving Breed Council Standing Rules to the Appendix makes no core change to the provisions of the Constitution; it only changes the location of this section in the Constitution.

**Constitutional Amendment #6:** Renumber articles of the CFA Constitution as needed after amendments are passed.

**Changes to be made:** Yellow Highlight

*Each occurrence where required.*

**Rationale for the change:** Once changes are passed the articles and sections will require renumbering. Renumbering makes no core change to the provisions of the Constitution.

**Constitutional Amendment #7:** Change all notations in the CFA Constitution regarding the word “Constitution” to the word “Bylaws.”

**Changes to be made:** Each occurrence throughout the Constitution.

**Rationale for the change:** To conform to New York law. This change results in a terminology change only. New York law uses the word “Bylaws” when referring to foundational documents rather than the word “Constitution.” Because we are subject to NY Law, it is confusing to use the word “Constitution” when complying with NY law. In order to streamline research and match the laws of our registered state, we are proposing changing all references to the word “Constitution” in our constitution to “Bylaws” so that our terminology matches. This change makes no core change to any of the obligations in our constitution, but just conforms the language to the language used in New York law. As you can see, all the rights and rules in the constitution remain fully in effect with this change.

The CFA Constitution with proposed changes:

**CONSTITUTION OF THE CAT FANCIERS’ ASSOCIATION, INC®**

**Effective [\_\_\_\_\_] 2020 (last amended [\_\_\_\_\_] 2020)**

*Incorporated under the Membership Corporation Law of the State of New York, October 6, 1919  
(A vertical | line placed to the left of a section indicates a revision. A double vertical line appears where text has been entirely deleted.)*

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**ARTICLE I – NAME**

*The organization shall be known as THE CAT FANCIERS’ ASSOCIATION, INCORPORATED.*

**ARTICLE II – OBJECTS**

*The Association shall be a not-for-profit organization. Its objects shall be as follows: the welfare of all cats; the promotion and improvement of CFA recognized breeds of cats; the registering, recording or identifying by number or by other means the names and/or pedigrees of cats and kittens; the promulgation of rules for the management of cat shows; the licensing of cat shows held under the rules of this organization; and promotion of the interests of breeders and exhibitors of pedigreed cats.*

*The activities and objects of the Association shall be consistent with the foregoing purposes.*

**ARTICLE III – MEMBERSHIP**

**Section 1 – Eligibility**

*Any non-profit club of not less than ten (10) club members organized for the purpose of holding or managing cat shows and/or any other purposes consistent with those of The Cat Fanciers’ Association, Inc., may apply for membership.*

**Section 2 – Application**

*Application for membership shall be mailed to the Central Office of the Association and shall include the following:*



- a. a copy of the club's Constitution and By-laws;
- b. a list of officers with their addresses;
- c. a list of the names and addresses of all club members in good standing at the date of application;
- d. a check for the current year's dues which is refundable if applicant is not accepted;
- e. a check in the amount of \$100.00 to cover the cost of processing the application, non-refundable whether applicant is accepted or not; and
- f. such other information as the CFA Executive Board may require.

### **Section 3 – Election to Membership**

When the application and accompanying papers are received in proper form in the Central Office, it shall then be submitted to the CFA Executive Board at the next regularly scheduled meeting for consideration. Prior to consideration by the Board, the applicant shall be pre-noticed to the CFA community by electronic means so that comments regarding the applicant may be submitted. If negative information is submitted in writing regarding the applicant, the information will be provided to the applicant with enough time for the applicant to prepare a written rebuttal prior to Board consideration.

The Executive Board may vote to accept to membership, vote not to accept, or delay consideration pending receipt of additional information. Any applicant not accepted by vote of the Executive Board upon first consideration may appeal the vote to the delegates at the next scheduled Annual Meeting. The acceptance to membership by the delegation must be by a two-thirds (2/3rds) vote of the total number of delegates seated at the beginning of the Annual Meeting. The Board shall, from time to time, formulate guidelines for the acceptance of new clubs based upon such factors as:

1. number of applicant's charter members;
2. extent of overlapping memberships in the applicant club and other CFA clubs;
3. extent of breeding or exhibiting experience and participation in CFA activities among members;
4. proposed geographical area of operation;
5. the effect of formation and acceptance on existing CFA member clubs; and
6. adequate limitation in the applicant's constitution upon distributions from the club treasury, both during its existence and in the event it disbands, it being the policy of the Association that club funds be disbursed only in manners consistent with the objects of the Association.



*If a club appeals to the delegation after not being accepted by vote of the Executive Board upon first consideration, it must be prepared to distribute material to be reviewed by the delegation which answers the above listed questions prior to any vote of the delegation.*

#### **Section 4 – Regional Assignment**

*New member clubs of the Association will be assigned to the Region in which is found the mailing address of the secretary of the new member at the time of application for membership. Any club, for which the secretary(s) has resided outside of the current assigned region for a period of five (5) years, and/or the activities of the club have been conducted outside of the current assigned region for a period of five (5) years, shall be reassigned to the region of the current secretary's residence. Member clubs that have reorganized outside the current assigned region, have conducted activities outside the current assigned region, and the secretary also resides outside the current assigned region, may petition the CFA Executive Board to be assigned to the new region.*

#### **Section 5 – Dues and List of Members**

*Annual dues in the amount of \$80.00 (US) are due and payable each year on the first day of January for the ensuing calendar year. Dues shall be paid either by check drawn on a US bank, electronically by approved bankcard or by other means as the Board of Directors may approve.*

*Each [member club](#) shall, with the payment of dues, forward to the Central Office of this Association a complete list of [club members](#) together with their addresses, and a list of the then current officers of the club, which lists shall be certified by the Secretary of the member club.*

*A member club that has failed to pay its dues and submit the list of [club members](#) and officers by the first day of January of any year will cease to be a member in good standing and will so continue until the delinquent dues are paid and the list of [club members](#) and officers is filed with the Central Office. However, a [member club](#) that remains delinquent in payment of dues and/or fails to file a list of its members and officers past the first day of June shall be automatically dropped from membership.*

#### **Section 6 – Member Secretary of Record**

*The name of the Secretary of each member club shall be recorded by the CFA Central Office and this Secretary of Record shall be the point of all official communication between the CFA Central Office and each member club. Designation of a new Secretary of Record for any [member club](#) shall be made in writing by the existing Secretary of Record or, if the existing Secretary of Record is unavailable or otherwise unable to make such designation, by receipt of a letter signed by all other existing officers (President, Vice President, Treasurer) of the member club designating a new Secretary of Record.*

#### **Section 7 – Group Liability Insurance Premium**

*The Executive Board is authorized to purchase a group liability insurance policy covering the activities of the Association, the Regions and the Association's member clubs, and to charge the member clubs the premium cost as follows: the portion of said premium determined by the*

*Executive Board to be applicable to non-show activities shall be divided equally among all clubs and assessed annually. Payment of said assessment and the consequences of non-payment thereof, shall be the same as set forth in Section 5 above. The portion determined by the Executive Board to be applicable to show activities shall be divided by the expected number of shows to be held, and the result shall be charged as a condition to the issuance of show licenses. The show license insurance charge may be waived by the Central Office in cases, if any, where the group policy is not acceptable to the lessor of show facilities.*

## **ARTICLE IV – ANNUAL AND SPECIAL MEETINGS**

### **Section 1 – Annual Meetings**

*The Annual Meeting of the Association shall be held commencing on the third, fourth or fifth (if applicable) Friday in June, or the first Friday in July, of each year in each of the regions listed below successively (excluding the Japan and Europe regions), beginning in 1982 and in the following order: Midwest, Southern, North Atlantic, Northwest, Gulf Shore, Great Lakes, Southwest.*

*There shall be no change in the order of rotation, and each time an Annual Meeting shall have been held in each of the seven Regions, the order of rotation shall thereafter be repeated. A city within the eligible Region shall be chosen for the Annual Meeting to be held five years hence and announced to the delegates to the Annual Meeting of the Association. Electronic or written notice of the time and place of the Annual Meeting shall be made to member clubs by the Central Office not less than forty (40) nor more than fifty (50) days prior to the opening day of the meeting.*

*The Executive Board shall have authority by two-thirds (2/3rds) vote of the entire Executive Board to change the Annual Meeting date, location and/or manner of meeting if circumstances outside the control of the Association arise. Notice of such change shall be provided to member clubs by the Central Office as set forth above.*

### **Section 2 – Special Meetings**

*Special Meetings may be convened by the Executive Board for a date set by the Executive Board. The ~~members~~ member clubs entitled to cast ten percent (10%) of the total number of votes entitled to be cast at such meetings ~~who~~ may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two nor more than three months from the date of such written demand. Such written demand shall be delivered to the Secretary who shall cause the Central Office of the Association upon receiving the written demand ~~shall~~ to promptly give notice of such meeting.*

### **Section 3 – Notice of Member Meetings**

*a. Written notice shall be given of all member meetings. The notice shall state the place, date and time of the meeting. Notice of a Special Meeting shall also state (i) whether the meeting is being called by the Executive Board or upon request of members; and (ii) the purpose or purposes for which it is being called. No business shall be conducted at a Special Meeting that is not included in such notice.*

b. Unless otherwise provided in this Constitution, a copy of the notice of any meeting shall be given, personally, by first class mail, by fax or by e-mail not less than ten (10) nor more than fifty (50) days before the date of the meeting. If notice is provided by another class of mail, notice shall be given not less than thirty (30) nor more than sixty (60) days before such date, to each member entitled to vote at such meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at the address the member provides to the Association. If sent by fax or e-mail, such notice is given when directed to the member's fax number or e-mail address the member provides to the Association; provided, that notice shall not be deemed delivered if: (a) the Association is unable to deliver two (2) consecutive notices to the individual by e-mail or fax; or (b) the Association otherwise becomes aware that notice cannot be delivered to the individual by e-mail or fax.

### **Section 3-4 – Eligibility**

At each Annual or Special Meeting of this Association, each member club that has been in good standing for not less than fifty (50) days immediately prior to such meeting is entitled to cast one vote. For the purpose of determining whether a member is in good standing as required herein, the date of receipt of each member club's dues and list of club members and officers by the Central Office of the Association shall govern. Further, to be in good standing, the member club must not be under disciplinary suspension. The secretary of each member club shall communicate the names of the officers and delegate of such member club to the Central Office of this Association no later than May first of each year. Notwithstanding the provisions of the first sentence of this Section, ~~members,~~ member clubs, the delegates from which are not so notified to the Central Office of this Association, are disqualified from voting at the meeting for which no timely notification was made. The Central Office shall establish an electronic method for the submission of the notification of the club's delegate. For the purpose of determining compliance with this provision, the date on the postmark of the letter of notification or the date marking Central Office's receipt of an electronic notification, if any such notification exists, shall govern. The Central Office shall preserve ~~the container~~ proof of such notification until after the date of the next Annual Meeting.

### **Section 4-5 – Delegates**

Each member club in good standing as set forth in ~~Paragraph 1 of Section 3~~ this Constitution shall elect one delegate from the club members of ANY member club to represent such member club at each meeting of ~~members~~ member clubs. A delegate to any meeting may appoint a proxy from the club members any member club. Delegates or proxies may not be Officers or Board Members of any association or organization organized for purposes or objects similar to those of this Association.

No person acting as a delegate and/or proxy shall cast more than two (2) votes. ~~Regardless of the number of votes carried, each delegate or proxy to~~ Each member club represented at the Annual Meeting, ~~whether by delegate or proxy,~~ shall pay a registration fee of forty dollars (\$40.00) for each ~~vote carried~~ delegate or proxy representing the member club to ~~help member clubs to help~~ defray the costs of the Annual Meetings.

*It shall be the duty of the secretary of each member club of this Association, upon notification of the time and place of any meeting of this Association, duly to inform the delegate of such meeting.*

**P. Moser:** I just have some questions. I hope I'm doing this right. On Article IV under Delegates, Section 4-5, it's saying, *No person acting as a delegate and/or proxy shall cast more than two (2) votes.* OK, I know that when I was working with this, with Mary, that she had talked to Anita, and Anita had said, according to the New York law, there is no limit, that you can have as many votes as you want. So, I did look in the New York law and I don't see where it is stated that it's two votes, so I would ask Shelly, Cyndy, whoever, to please confirm this. I mean, we're supposed to be following New York law and I want to make sure that that is the case. **Byrd:** We can definitely check into that. That line is from the current constitution, so that has just been a CFA rule. If we wanted to change it, now would probably be the time. I'm not sure how that would work in terms of an actual in-person annual where people need to raise their hands to vote, because not too many of us have more than two, but it's certainly something that we could consider if that's what the board would like. **P. Moser:** I just thought that we are supposed to be following New York law, so I thought that that would be something that we should check into, because if that's the New York law then we should be following it. That's all I'm saying. **Newkirk:** Pam, I think that Anita addressed that. I don't remember what the response was, but maybe Rachel or Shelly. Their hands are up. I'll recognize them and they might remember. **Anger:** My recollection was that New York law allowed more than two, but that doesn't mean we are forced to give delegates more than two. I think it would be very unwieldy if one delegate voted more than twice. As Cyndy pointed out, how are we going to do it? Are you going to raise your hand and feet if you have four votes? I wouldn't support a change in that myself, but I don't think New York law requires us to allow that delegates have more than two. **Perkins:** My understanding is – and I agree with everything Rachel said – but the point of this is that we want to comply with New York law where we have to, where there is New York law, but we are given a lot of discretion within our constitution to run our CFA business the way we want, and so the way the CFA has done it is the two votes. That doesn't mean that you can't expand that to three or someone can't carry more, but we have to comply with New York law when New York has a law in effect. Where New York law is silent, then we can choose to create our own, which is what we've done, which is what the CFA constitution has done. **Newkirk:** Pam, do you want to respond? **P. Moser:** She's giving – again, I mean, I'm not trying to argue, I'm just trying to state New York law. I just don't understand why we're not following it, that's all. **DelaBar:** We are following it. **Byrd:** I think we can be more restrictive, but we can't be less restrictive. Is that appropriately said, Shelly? **Perkins:** I would actually say that where New York law has a law, we have to follow it. They don't have a law that requires how many votes a person can bring, so we can choose that. Within the context of New York law, we get to make certain decisions about what to put in our constitution; other things are mandatory. The voting number per delegate does not fall into the mandatory requirement. **Newkirk:** Thank you Shelly. Any other debate?

### **Section 5-6 – Parliamentary Procedure**

*The meetings of the Association shall be conducted in accordance with such rules of Parliamentary Procedure as the Association shall from time to time adopt.*

## Section 6-7 – Quorum

The presence of a delegate or proxy from one-half (1/2) of the ~~members~~ member clubs at any Annual or Special Meeting shall constitute a quorum.

## ARTICLE V – FISCAL YEAR, REPORTS, AND AUDIT

### Section 1 – Fiscal Year

The fiscal year of the Association shall commence on May 1, and terminate on April 30 of each year, beginning on May 1, 1982.

### Section 2 – Reports

~~a. The Directors shall present at the Annual Meeting a report, verified by the President and the Treasurer, or by a majority of the members of the Executive Board, showing the whole amount of real and personal property owned by the Association, where located and where and how invested; the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition; the amount applied, appropriated, or expended during the year immediately preceding such date and the purposes, objects, or persons to or for which such applications, appropriations, or expenditures have been made; and the names and places of residence of the member clubs that have been admitted to membership in this Association during such year. This report shall be filed with the records of the Association and an abstract thereof entered in the Minutes of the proceedings of the Annual Meeting.~~

a. The Executive Board shall present at the Annual Meeting of member clubs a report (a) verified by the President and Treasurer or by a majority of the Directors; or (b) certified by a firm of independent accountants, showing in appropriate detail the following:

- (i) the assets and liabilities, including the trust funds, of the Association, including where located and how invested;
- (ii) the principal changes in assets and liabilities, including trust funds, and the manner of the acquisition;
- (iii) the revenue or receipts of the Association, both unrestricted and restricted to particular purposes;
- (iv) the expenses or disbursements of the Association for both general and restricted purposes including the purposes, objects or persons to or for which such expenses or disbursements were made;
- (v) the number of member clubs of the Association as of the date of the report, together with a statement of increase or decrease in such number and a statement of the place where the names and places of residence of the current member clubs may be found;



The Annual Report needs to provide the above information as of the end of the twelve-month fiscal period terminating not more than six months prior to the meeting at which the Annual Report is presented. The Annual Report shall be filed with the records of the Association and a copy included in the minutes of the Annual Meeting of the member clubs.

b. \_\_\_\_\_ The Directors shall also present profit and loss statements for the preceding fiscal year for (i) the annual meeting and (ii) any show produced in whole or in part by CFA, identifying in detail the sources of all income and the nature of all expenditures. These profit and loss statements shall be included in the delegate's bag at the Annual Meeting and ~~mailed~~ provided to the member clubs no later than June 30. NOTE: If corporate sponsorship contracts require confidentiality, all such sponsorships may be reported as one line item labeled "Corporate Sponsorships."

c. The Regional Directors of Regions 8 and 9 may maintain a treasury to defray the costs of regional activities in Regions 8 and 9. Contributions to any such regional fund shall be on a voluntary basis.

d. No later than May 25 of each year each Regional Director shall submit in writing to the Central Office a complete report of all receipts and disbursements of funds, if any, maintained by the Region for regional business, identifying in detail the sources of all income and the nature of all expenditures for the fiscal year which ended on April 30 of that year. The report shall include such detail as Central Office may require to enable Central Office to prepare and file appropriate tax returns for the Association and the incorporated Regions with the Internal Revenue Service and annual reports for the incorporated Regions in their states of incorporation.

### **Section 3 – Audit**

Within ninety (90) days after the close of the fiscal year of the Association, the Executive Board shall direct the audit committee to ~~audit the books of the Association, and~~ obtain an independent audit or review compliant with current New York law from an independent CPA or firm with no conflicting interests in the finances of the Association and to report back to the Executive Board when such audit is complete and whether any issues or concerns were identified.

## **ARTICLE VI – OFFICERS AND DIRECTORS**

### **Section 1 – Titles**

The officers of this Association shall be President, Vice President, Secretary, and Treasurer.

The Directors of this Association shall consist of nine (9) Regional Directors, representing the geographical regions herein specified, provided that not more than one person resident in any one of the Regions specified shall be elected a Regional Director, and five (5) Directors at Large.

No person may hold more than one office.

## **Section 2 – Elections**

a. General. *The President, Vice President, Secretary, Treasurer and Regional Directors shall be elected in even numbered years. The Directors-at-Large shall be elected in odd numbered years. The term of office for every position shall begin on the Sunday following the close of the Annual Meeting of the Association.*

*All elections shall be conducted by mail or electronic ballot, each eligible member club having one (1) vote. The candidate receiving the most votes for an office or regional directorship shall be deemed elected, regardless of the number of candidates running. Once elected, an officer or director shall serve for a term of two (2) years, or until his/her successor is elected and qualifies, except as provided for in paragraph (f) of this Article.*

b. Eligibility to vote. *In order to be eligible to vote, a [member club](#) must be in good standing as of February 1 of the year in which the election is held. Additionally, only clubs assigned to a particular region shall be eligible to vote for the Regional Director for that region. Although International Division members will not vote for a Regional Director, they are eligible to vote for officers and Directors-at-Large if they hold a licensed CFA show within the previous show season. As used in this paragraph the previous show season shall mean the show season ending immediately preceding the election.*

c. Candidates. *Except as provided in Section 3 of this Article, any [club member](#) in good standing of any member club may run for any office or for Director-at-Large, and any [club member](#) in good standing of any member club assigned to a particular region may run for Regional Director from that region. No candidate may run for more than one office at a time.*

d. Candidate Declarations. *Persons intending to run for any office or directorship shall declare their intention to do so by written declaration, signed by the candidate and specifying the office or directorship intended. Declarations must be received by the Central Office by the close of business on March 15 of the year in which the election is held. Declarations shall not be accepted other than as provided herein and nominations shall not be made from the floor of the Annual Meeting.*

e. Election Procedure. *On or before April 25 of each election year, the Central Office shall send by electronic means or mail to all member clubs in good standing and eligible to vote, ballots listing all candidates for whom timely declarations were received. Central Office shall establish procedures, subject to approval by the Board of Directors, for optional electronic voting which shall include securing, printing, and appropriately destroying electronic ballots. Returned ballots must be received by the Central Office by June 1 of such year in order to be counted. Ballots returned by mail shall remain sealed until the Annual Meeting, at which time duly appointed inspectors will supervise the opening and counting of the ballots. Electronic ballots shall be individually printed by Central Office and brought to the Annual Meeting to be tabulated by the inspectors with the mailed ballots. Ballots that are illegible, incomplete or those containing write-in candidates shall be considered void. Ballots in elections for Directors-at-Large selecting less than five (5) candidates (or less than all declared candidates if fewer than five) shall be considered incomplete. Results shall be announced at the Annual Meeting as soon as the ballots have been tabulated. Ballots shall remain under the control of the inspectors until*

*a motion to destroy the ballots is passed at which time the ballots shall be destroyed under the supervision of the inspectors. No person other than a duly appointed inspector shall have access to the ballots until after they are destroyed.*

*If the duly appointed inspectors are unable to conduct in-person tabulation of ballots, the Board shall establish a procedure to assure ballots are tabulated by a neutral audit firm with results reviewed and approved by a subcommittee appointed by the chair of the Credentials Committee.*

*f. **Tie-Vote Procedure.** In the event of a tie vote in voting for any officer or Regional Directorship, or for the fifth position in Director-at-Large elections, a special ballot will be conducted as provided herein. No new candidates shall be eligible to run in the special election. Any club in good standing at the time the original election ballots were mailed shall be eligible to vote in the special election, whether or not it voted in the regular election. The Central Office shall send by electronic means or mail special ballot forms to each eligible member club on or before July 15 of the election year and shall establish procedures for optional electronic voting as in (e) of this section. Returned ballots must be received by the Central Office by September 1 in order to be counted. The opening, inspection for regularity (legibility, completeness, write-in candidate disqualification, etc.), counting of the ballots and reporting of the election results shall be conducted under procedures specified by the Executive Board of Directors, with any seated board member who is directly involved as a candidate in the tie vote being required to remove themselves from the determination of said procedure. In the event the special election also results in a tie-vote, the office in question shall be resolved by lot by the then presiding Chairman of the Board.*

*If the balloting for one or more Regional Director results in a tie-vote, the then presiding Chairman of the Board shall determine by lot, from among the tied candidates, which shall represent the affected region(s) from the time the tie-vote is declared until a winner is determined by the special mail ballot described above.*

### **Section 3 – Conflicting Memberships**

*No person shall be eligible to serve as an Officer or Director of this Association who is a member of a club or association affiliated with or a member of an organization organized for purposes or objects similar to those of this Association.*

### **Section 4 – Duties**

*The President shall be the Chief Executive Officer and managing head of this Association and the Chair of its Executive Board. He or she shall preside at all meetings of ~~Members~~ **member clubs** and of the Executive Board. In the absence of the President, the Vice President shall preside. In the absence of both the President and the Vice President, the meeting shall elect a presiding officer. The presiding officer at any time may request a delegate or proxy to take the chair to permit the presiding officer to take part in a meeting.*

*The Secretary shall keep an accurate record of all meetings.*

*The Treasurer, who shall be bonded, shall be the Chief Financial Officer and chairperson of the audit and budget committee(s) of the Association. In this capacity, he or she shall have the*



*responsibility to oversee all financial management activities relating to the programs and operations of the Association, and to develop and maintain an integrated accounting and financial management system. This system will include financial reporting and internal controls which comply with applicable accounting principles, standards, and requirements of the FASB (Financial Accounting Standards Board) and other internal control standards. Although not required, candidates for this office should possess demonstrated ability in general management and specific knowledge, either by education or experience, in financial management practices.*

*Any approval for the expenditure of an amount of money that is greater than 5% of the average prior two year's net income cannot be authorized by any individual committee of the Board, but must be authorized by a majority vote of the Executive Board.*

*All other duties and powers of officers shall be such as the Executive Board shall from time to time determine.*

*In the absence of any officer except the President, or for any other good and sufficient reason, the Executive Board may delegate the duties and powers of such Officers to any other Officer or to any Director of the Association for such a period as it may designate.*

#### **Section 5 – Vacancies**

*Vacancies in any office, except that of President and/or any of the Regional Directors, may be filled by the Executive Board ~~for the balance of the unexpired term.~~ until the next Annual Meeting at which elections will be held. Should the office of the President become vacant for any reason, the Vice President shall automatically succeed to that office.*

*Should a vacancy occur for any reason in the office of any of the various Regional Directors and nine (9) months or more remain in the term of that office, the Central Office shall immediately notify member clubs in the specific region of the vacancy and call for declarations from candidates to be submitted to the office within thirty (30) days of said notice. Within ten (10) days after the closing date for the acceptance of declarations, the Central Office ~~will mail~~ shall send by electronic means or mail ballots to eligible clubs in the region for voting and shall establish procedures for optional electronic voting as in Section 2(e) of this Article. Eligibility for voting will be limited to those member clubs in good standing not less than fifty (50) days prior to the date of the mailing of the ballots. The closing date for the return of the special election ballots to the Central Office will be sixty (60) days after mailing distribution from the Central Office – said date to be printed on the ballot. Dated postmark stamp (provided by a postal clerk) on either the ballot or on a separate paper enclosed in the mailing envelope or the date marking Central Office's receipt of an electronic ballot will constitute PRIME FACIE evidence of the mailing date by the voting club.*

*When less than nine (9) months remain in the term of a Regional Director whose office is vacated, such office shall remain vacant until the next regular election of Regional Directors as provided for in Section 2, Elections, of this Article.*

## **Section 6 – Resignations and Removal of Executive Board**

a. Any Officer, Regional Director or Director-at-Large may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery. The Executive Board is not required to accept the resignation for the resignation to take effect.

b. Any Regional Director or Director-at-Large may be removed with cause by vote of the member clubs, or by two-thirds (2/3) vote of the entire Executive Board. “Cause” shall include, but not be limited to, the following: (1) failure to attend three consecutive Board meetings; (2) failure to attend four Board meetings during the course of the year; (3) violating policies and procedures of the Association; or (4) engaging in conduct detrimental to the best interests of the Association.

c. Any Officer may only be removed by vote of the voting members with cause; provided that an Officer may be suspended from performing the Officer’s duties by the Executive Board. “Cause” shall be defined as set forth in Section 6(b) above.

## **ARTICLE VII – EXECUTIVE BOARD MEETINGS AND VOTING**

### **Section 1 – Membership**

The government of the affairs of this Association shall be in the hands of the Executive Board. The President, the Vice President, the Secretary, the Treasurer, the nine (9) Regional Directors, and the five (5) Directors at Large of this Association shall be members of the Executive Board.

### **Section 2 – Meetings**

The Board shall meet from time to time at the call of its Chairman or of any ten (10) members of the Board. The call shall be mailed or emailed to each member of the Board at least thirty (30) days prior to the meeting and shall specify the approximate agenda, time and place of the meeting, which, if held in conjunction with the Annual Meeting, may be held at any place; other Board Meetings to be held within the United States or Canada.

### **Section 3 – Quorum**

a. The presence of ten (10) members of the Board shall constitute a quorum for the transaction of business. A majority of the Executive Board members present, whether or not a quorum is present, may adjourn any meeting to another time and place provided that notice is provided in according with Section 1(b) above.

b. Any one or more members of the Board ~~or committee~~ may participate in a meeting of the Board by means of a conference telephone, electronic video screen communication or similar communications equipment ~~allowing all persons participating in the meeting to hear each other at the same time~~. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each individual may participate in all matters before the

Executive Board or committee, including, but not limited to, proposing, objecting to and voting upon a specific action taken at the meeting.

**P. Moser:** I have another question. On Article VII, I see that under Executive Board Meeting and Voting, just a question. You have added *or committee* as one. It says, *Any one or more members of the Board or committee* and then it says each individual may participate, including *proposing, objecting to and voting*. Does that mean that if you're on a committee, that they can vote? I mean, I'm just trying to get clarification, please. **Byrd:** I'm just reviewing that. **P. Moser:** You know where I'm talking about, Cyndy? **Byrd:** Yes, I do, b. Here's how I think. When we have our reports by committees, and we have people other than board members make those reports, I believe that's what this is allowing. I could be wrong, because I'm doing it on the spot and I usually require a little time to think. **P. Moser:** OK, so I guess my main thing is, so they are allowed to vote on it now? That's my question. **Byrd:** This just has to do with attending the meeting. **P. Moser:** It doesn't have to do with voting on things? **Byrd:** I don't see that. **P. Moser:** Well, it says in there, voting. *Participation by such means shall constitute presence in person at a meeting*, and then I can't read because my printer doesn't do well, but it just basically says that *each individual may participate ... including, ... proposing, objecting to and voting ...*. **Byrd:** I must be on a different section. I'm on Section 3, subsection b, which is under Quorum. **P. Moser:** That's right, Cyndy. You're in the right place. It's just, if you read the whole b. paragraph all the way through. **Newkirk:** Can we find it, so we can put it up on the screen? **Byrd:** It's in the pink wording right near the end of that, *but not limited to, proposing, objecting to and voting upon a specific action taken at the meeting*. OK, this is my interpretation. Hopefully, Shelly is reading it well. This section here is about attending meetings, what a quorum is and this particular subsection b. allows us to have telephonic or video meetings, so long as – and this is the part that last pink section is talking about – that people have the ability to fully participate in the meeting by proposing, objecting, voting if they are allowed to vote. That applies to, the meeting has to be conducted in a way that everyone can hear and see and participate within their duties. **Newkirk:** Cyndy, isn't that right out of Robert's Rules? **Byrd:** That I would not know, but anytime you're in a meeting, you have to have the ability to fully participate, if you are a member of that meeting. **Eigenhauser:** Whether it's in Robert's Rules or not, it's in New York law that to be a legal virtual meeting, the parties have to be able to see and hear each other, and participate in the manner described there. So, this isn't out of Robert's Rules. Robert's Rules may duplicate it, but this is from New York law. **Newkirk:** It is duplicated in Robert's Rules, I know that. **Eigenhauser:** I would say that if you're worried about voting, that's down below in Section 5. **Byrd:** I think that's a valid question, Pam. I just think that whole section b. refers to how meetings are to be conducted, so people can fully participate. **P. Moser:** And so, what you're saying, so that would basically be like if we were at the annual in a meeting like that? **Byrd:** At the annual, or even a Zoom meeting where Ellyn comes in and presents her committee report. We have other people who come in and they present their report. They have to be able to attend the meeting and be seen and heard and be able to fully participate. Certainly, I think we could – Shelly, correct me if I'm wrong – we could take out “or committee” but I think we want our committee people to be able to participate in our meetings. **Perkins:** I think that Pam's critique is well taken. I think it's confusing that you name that the board and the committees can participate, and then you define participation as including voting. I just think that it's confusing. I think that further Section 5 does define voting, but I think that you should have a separate section where you say that committees can participate in board meetings. That's all you need, so if you take “committee” back out of section b., because having the committee

participate in a board meeting has nothing to do with a quorum. I think that you might just have somewhere else that says, “the board, upon invitation, can request committee members to participate.” Then you have achieved what you want, but you haven’t diluted this paragraph to give committee members roles that they don’t or shouldn’t have. **Byrd:** We can do that.

**Newkirk:** Cyndy, do you want to make an amendment to this? Do you want to start by striking out “or committee”? **Byrd:** Let’s just strike “or committee”. **Mastin:** Rich will second.

**Newkirk:** By tradition, we have always allowed the chairs to address the board. They don’t have any voting rights. They never have in the past, but they do give valuable input. That’s why we have committee chairs, so they can give advice to the board. **Perkins:** I don’t know that you even need to have the right to invite a committee in your constitution, so just striking “or committee” is probably all you need to do. **Newkirk:** OK. So, we have an amendment, and that’s to strike “or committee” made by Cyndy, seconded by Rich.

**Eigenhauser:** I just wanted to concur in what Shelly said. We can have our own operational procedures for what we do with our committees. That doesn’t necessarily have to be ensconced in the constitution, so simply taking out “or committee” covers it. We can still choose to invite them if that’s our practice. **Newkirk:** Thank you George. Any other comments? Is there any objection to the amendment? **DelaBar:** Could you restate the article and the section and the subparagraph this is coming out of? **Newkirk:** Allene, scroll toward the beginning a little bit. It’s under Article VII, Section 3 – Quorum, b. Pam, you see it? **DelaBar:** Got it. Thank you so much. **Newkirk:** OK, so no further discussion? Is there any objection to the amendment, and that is to strike out “or committee” from Article VII, Section 3.b. Hearing no objection, the amendment is ratified.

**The amendment to the main motion is ratified by unanimous consent.**

**Newkirk:** Does that help you out, Pam Moser? **P. Moser:** It sure does, thank you. **Newkirk:** OK, fantastic. We got that covered.

*c. Any action required or permitted to be taken by the Executive Board may be taken without a meeting if all members of the Executive Board consent to the adoption of a resolution authorizing the action. The resolution and the written consents of the Executive Board shall be filed with the minutes of the Executive Board. Consents may be provided: (i) in a writing signed by the individual either in hard copy or by affixing a signature by any reasonable means (e.g., fax signature); or (ii) by e-mail that includes information from which the recipient can reasonably determine that the transmission was authorized by the individual.*

**Section 4 – Delegation of Powers**

*The Executive Board may delegate to the Officers of this Association such of its duties and powers as it sees fit and as permitted by statute.*

**Section 5 – Voting**

*a. Each member of the Executive Board shall have one vote. Executive Board members shall not vote by proxy. Every Board Member has the right to abstain, i.e., not vote, on a particular issue and such abstention shall be documented in the meeting minutes. For the purpose of tabulating votes only, a Board Member not voting for any reason will be considered*

absent from the meeting when calculating the total affirmative votes required for passing a particular proposal.

b. The vote of a majority of the Executive Board members present at a meeting at which a quorum is present shall constitute action by the Executive Board, except as set forth in these bylaws and required by applicable law.

c. The following actions require approval by two-thirds vote of the entire Executive Board:

(i) the purchase of real property that will constitute all or substantially all of the assets of the Association once purchased; and

(ii) the sale, lease, mortgage, exchange or other disposition of real property that constitutes all or substantially all of the assets of the Association.

d. The following items must be approved first by majority vote of the Executive Board at a meeting at which a quorum is present and then submitted to the voting members for approval by at least two-thirds (2/3) of the voting members at a meeting at which a quorum is present; provided that the total votes cast in favor of the action must also be at least equal to a quorum of members as provided in Article IV, Section 7 of these bylaws:

(i) amendment of the Association's Certificate of Incorporation;

(ii) approval of a merger or consolidation;

(iii) approval of dissolution of the Association; and

(iv) approval of the sale of all or substantially all of the Association's assets.

## **Section 6 – Acceptance of New Breeds for Championship Competition**

Acceptance of any new breed for championship competition shall require the affirmative vote of two-thirds (2/3) of the members of the Executive Board present.

Once a breed is accepted for championship status, it cannot have its registration status rescinded, placed back in A.O.V. status or moved to provisional status without 2/3 Breed Council approval.

## **ARTICLE VIII – REGIONS**

### **Section 1 – Geographical Boundaries**

The United States, Canada, Bermuda, Mexico, Japan and Europe are divided into nine (9) geographical regions as follows:

## **REGION 1 – NORTH ATLANTIC**

*Bermuda, Canada (East of the 77th meridian), Connecticut, Delaware, Maine, Massachusetts, New Hampshire, New Jersey, New York (East of the 77th meridian), Pennsylvania (East of the 77th meridian), Rhode Island, and Vermont.*

## **REGION 2 – NORTHWEST**

*Alaska, California (North of the 36th parallel), Canada (West of the Western border of Manitoba), Idaho, Montana, Nevada (North of the 37th parallel), Oregon, Utah and Washington.*

## **REGION 3 – GULF SHORE**

*Arkansas, Colorado, Kansas (South of the 38th parallel), Louisiana, Mississippi, New Mexico, Oklahoma, Tennessee (West of the Tennessee River), Texas, Wyoming, and the Mexican states of Aguascalientes, Campeche, Chiapas, Chihuahua, Coahuila, Colima, Durango, Federal District, Guanajuato, Guerrero, Hidalgo, Jalisco, México, Michoacán, Morelos, Nayarit, Nuevo Leon, Oaxaca, Puebla, Querétaro, Quintana Roo, San Luis Potosí, Tabasco, Tamaulipas, Tlaxcala, Veracruz, Yucatan, and Zacatecas.*

## **REGION 4 – GREAT LAKES**

*Canada (East of the 90th meridian and West of the 77th meridian), Kentucky (North of the 38th parallel), Michigan, New York (West of the 77th meridian), Ohio, Pennsylvania (West of the 77th meridian), and West Virginia.*

## **REGION 5 – SOUTHWEST**

*Arizona, California (South of the 36th parallel), Hawaii, Nevada (South of the 37th parallel), and the Mexican states of Baja California Norte, Baja California Sur, Sinaloa, and Sonora.*

## **REGION 6 – MIDWEST**

*Canada (East of the Western border of Manitoba and West of the 90th meridian), Illinois, Indiana, Iowa, Kansas (North of the 38th parallel), Minnesota, Missouri, Nebraska, North Dakota, South Dakota, and Wisconsin.*

## **REGION 7 – SOUTHERN**

*Alabama, District of Columbia, Florida, Georgia, Kentucky (South of the 38th parallel), Maryland, North Carolina, Puerto Rico, South Carolina, Tennessee (East of the Tennessee River), the U.S. Virgin Islands, and Virginia.*

## **REGION 8 – JAPAN**

*Japan.*



## **REGION 9 – EUROPE**

*Albania, Andorra, Austria, Belarus, Belgium, Bosnia & Herzegovina, Bulgaria, Croatia, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Italy, Kosovo, Latvia, Liechtenstein, Lithuania, Luxemburg, Macedonia, Malta, Monaco, Moldova, Montenegro, Netherlands, Norway, Poland, Portugal, Romania, Russia, San Marino, Serbia, Slovakia, Slovenia, Sweden, Switzerland, Spain, Ukraine, United Kingdom.*

### **Section 2 – Organization**

*Regions 1 through 7 shall (i) be incorporated as non-profit corporations in the United States, (ii) adopt and maintain a fiscal year for the corporation that corresponds with the Association's fiscal year, and (iii) apply for, obtain and maintain tax exempt status under the Internal Revenue Code, as amended from time to time.*

### **ARTICLE IX – INTERNATIONAL**

*There shall be an International Division of CFA for clubs not located in a region described in Article VIII. Clubs may be accepted into the International Division in accordance with such requirements or conditions as the Executive Board may from time to time adopt.*

*A club accepted into the International Division shall be designated an 'International Member' entitled to the rights and privileges and subject to the duties and obligations of ~~members~~ [member clubs](#), under the provisions of this Constitution, except that:*

*a. The provisions of Article III, Section 4 of this Constitution shall not apply to the International Division. The Board of Directors shall designate the country(s) within which a new international [member club](#) may carry on activities and thereafter have the right, in its discretion, to limit or expand such area.*

*b. Notwithstanding the provisions of Article III, Section 7 of this Constitution, the Board of Directors shall have the right to require an International Member to obtain and maintain, at its own cost, liability insurance covering the Association and such International member, in such limits as the Board deems adequate, with a company(s) approved by the Board.*

*c. Registration rules for cats in the International Division shall be the same as those adopted for the regions described in Article VIII of this Constitution.*

*d. Notwithstanding any of the provisions of Article IV of this Constitution, only those 'International Members' holding a licensed CFA show within the previous show season will be entitled to be a delegate and cast a vote at any annual or special meeting of members. Only those 'International Members' qualifying for entitlement to vote will be counted in computing the number of members required or members present for quorum purposes at a meeting of members.*

*e. Every two years, 'International Members' shall select two (2) representatives to participate in a council of the International Division, to consider matters particularly relevant to the 'International Members.' The Board shall adopt rules of procedure for the appointment or*

*election of representatives. The Board shall also select the times and places for the International Council to meet, which meetings shall occur not less than once each year.*

*The President of the Association shall appoint a committee of at least two (2) members of the Board, one of which shall be designated as Chairman, to attend and conduct such meeting.*

*Within thirty (30) days following conclusion of the meeting, the committee will submit a written report to the President, with a copy to Central Office, setting forth the matters discussed and questions raised, with attached copies of writings submitted in support of and/or in opposition to any matter raised before the council.*

*The committee may include its recommendations to the Board for action to be taken.*

*The cost and expense of such council meeting shall be borne proportionately by all 'International Members.'*

*f. The provisions of Article XV – Discipline, shall apply to the International Division and 'International Members,' with the added provision that if the Board of Directors should schedule a formal hearing on charges, the Board may appoint a committee to conduct the hearing and report to the Board as to the testimony and evidence received with its findings and recommended disposition. The Board shall not be bound by such findings or recommendation in reaching its own determination and the discipline, if any, to be fixed.*

#### **ARTICLE X – CENTRAL OFFICE**

*The operation of the affairs of this Association shall be carried out under the general direction of the Executive Board in such manner and place as may from time to time be determined by the Executive Board. The personnel of such office and the compensation of such personnel shall be as determined by the Executive Board. Such individuals in such office who may handle the money of the Association, and who may be authorized to sign checks drawn on the bank account or accounts of the Association, shall be bonded in such amounts as may be determined by the Executive Board. A representative of the Central Office, qualified to speak on the operations of the office and to answer questions of delegates or Board Members relative to these operations, shall attend each meeting of members of the Association and each meeting of the Executive Board, the out-of-pocket expenses of such person incurred in connection with such meeting to be paid by the Association.*

#### **ARTICLE XI – BREED COUNCIL**

*Breed Councils will be formed to serve the Executive Board in an advisory capacity regarding CFA Show Standards. The rules governing the operation of the Breed Councils are contained in the Breed Council Standing Rules ~~listed below~~: [attached as Appendix A to this Constitution.](#)*

*[All sections of the Breed Council article are moved to Appendix A with no changes.]*



## **ARTICLE XII – SHOW LICENSES**

*The Executive Board shall have power in its full discretion to grant or to withhold from each member club of the Association a license to hold a cat show. No member club shall hold, sponsor, or manage a cat show not licensed by this Association; nor shall such a club hold, sponsor, or manage a cat show licensed by any other organization. No member club shall hold, sponsor, or manage a cat show in conjunction with one licensed by any other similar organization without the prior approval of the Executive Board, which may impose such conditions as the Board may deem appropriate. At the request of any Regional Director, a show license or licenses may be issued for a show or shows to be sponsored by his Region. No club shall be denied a show license because its show does not include Household Pets as a competitive category.*

## **ARTICLE XIII – RULES AND STANDARDS**

*The Executive Board shall from time to time establish “Show Rules” and “Show Standards” under which shows licensed by this Association are to be held and shall determine the basis on which Championships, Grand Championships, Premierships, Grand Premierships, and other awards established by it for this Association shall be made.*

*Delegates and proxies to the Annual Meeting of the Association may change such Show Rules of the Association as have general applicability (but not those affecting specifically any color, breed, or division) by a two-thirds (2/3) affirmative vote, provided that any such proposed Show Rules changes are noticed by the Association’s Central Office to all member clubs in good standing at least 45 days prior to the Annual Meeting. Proposed changes not included in such notice, or included but amended prior to adoption, or adopted by a vote of less than two-thirds (2/3), shall be advisory only. Show Rule changes so adopted shall be effective on May 1 of the year following adoption, unless a different effective date is specifically stated in the adopted change.*

~~*Once a breed is accepted for championship status, it cannot have its registration status rescinded, placed back in A.O.V. status or moved to provisional status without 2/3 Breed Council approval.*~~

*A CFA-sponsored awards program which shall include scoring procedures, policies and awards shall be listed as an official part of the CFA Show Rules. Awards will be based on points accumulated throughout the show season subject to the rules and limitations set forth in the program. No other method of determining the winning cats shall be permitted.*

## **ARTICLE XIV – JUDGES**

*The Executive Board shall from time to time adopt standing rules to govern the operation of the Judging Program.*

*The Executive Board shall have the sole right to approve and authorize judges of shows held under the license of this Association. Acceptance into the Judging Program, and advancement within it, shall require the affirmative vote of two-thirds (2/3) of the members of the Executive Board present. Members of the Executive Board shall comply with all standing rules governing*

*the operation of the Judging Program when they have personal knowledge concerning an individual presented before them for advancement or acceptance in the Judging Program. When voting on the acceptance or advancement of individuals in the Judging Program, the vote of the individual Board Members shall be reported in the public minutes of the meeting. Any individual not advanced as a result of a vote by the Board shall be informed of the basis of the Board's action and, shall have the right to file a written "Request for Reconsideration". A "Request for Reconsideration" filed with the Chairman of the Judging Committee within 30 days of receipt of written notice of the Board's decision will maintain the judging status of the individual until final action by the Board at the next regularly scheduled meeting.*

*The Executive Board may indicate its approval of such individuals as an "Approved Judge" an "Approval Pending Judge," or an "Apprentice Judge" and such approval may be for a specified period of time. In the case of "Apprentice Judges," Apprentice Judges being on a probational status, such period of time need not be specified and the approval is terminable at the will of the Executive Board. In the case of an Approved Judge or an Approval Pending Judge, the Board shall vote to recertify on an annual basis. Recertification shall require the affirmative vote of a majority vote of the Executive Board present. Any judge failing to be recertified shall be informed of the basis of the Executive Board's action and be cited to appear by the Board at its next regularly scheduled meeting for hearing on the issue of recertification. The vote of the individual Board members resulting in the failure of a judge to be recertified shall be reported in the public minutes of the meeting. Any such judge not able to appear in person may present evidence by affidavit. The status of the judge shall remain unchanged until such hearing. After consideration of all evidence, the Executive Board may vote to recertify, to suspend temporarily or for such period of time as the Executive Board deems proper in its discretion, or to place such requirements or restrictions on the judge's future participation in the judging program as the Board considers necessary and proper.*

*Until an individual reaches the status of "Approval Pending Judge," each person going through the CFA Judging Program is in a probationary status. The Executive Board may suspend from the Judging Program any person in a probational status without notice or hearing.*

*With the exception of disciplinary action as defined in Article XV, any action to drop, permanently suspend, or reduce in status any individual in the Judging Program shall require the affirmative vote of two-thirds (2/3) of the members of the Executive Board present. The vote of the individual Board members shall be reported in the public minutes of the meeting.*

*No judge may be an officer, director or judge of any other organization having objects similar to those of this Association.*

*Regardless of the status of any individual approved to judge shows held under the license of this Association, no person shall be authorized to judge any show held under the license of this Association until he has been specifically authorized to so act by the Executive Board or by the Central Office of the Association under powers delegated by the Executive Board.*

## ARTICLE XV – DISCIPLINE

### **Section 1 – Powers of Board Members**

*The Executive Board shall have exclusive jurisdiction to discipline ~~members~~ member clubs, judges, clerks, breeders, show officials, exhibitors, and all other parties who, by their voluntary participation in CFA activities subject themselves to its various rules, including those enumerated in this Article, in order to preserve the integrity of this organization in the accomplishment of its objectives.*

*Disciplinary power may be exercised only after due notice and opportunity to be heard is first given the party charged.*

*Disciplinary action shall require an affirmative vote of two thirds (2/3) of the Board Members present.*

### **Section 2 – Conduct of Members Subject to Board Discipline**

*The Board may reprimand, suspend, expel and/or fine any member club upon a finding of guilty for:*

*a. the enactment of any amendment to the Constitution or By-Laws of a member club in conflict with the Charter or Constitution of the Cat Fanciers' Association, Inc.*

*b. The holding of a cat show not licensed by the Association or the holding of a cat show in conjunction with one licensed by any other similar organization without the prior approval of the Executive Board, or in violation of any conditions placed on such prior approval.*

*c. The violation of any Show Rule.*

*d. Distribution of club funds in a manner inconsistent with the objects of the Association.*

*e. Any act or conduct seriously and patently detrimental to the best interest and welfare of the cat or The Cat Fanciers' Association.*

### **Section 3 – Conduct of Judges and Clerks Subject to Board Disciplinary Powers**

*The Board may reprimand, suspend, terminate and/or fine any judge or clerk found guilty of:*

*a. Violations of any standing rules governing the responsibilities and duties of judges or clerks as may be enacted from time to time.*

*b. The violation of any Show Rule.*

*c. Any willful conduct involving CFA or CFA activities which is seriously detrimental to the best interest of CFA or the welfare of the cats.*

#### ***Section 4 – Conduct of Club Officers, Breeders, Exhibitors, Show Officials and Other Participants Subject to Board Discipline***

*Any breeder, exhibitor, show official, or other participant in CFA activities may be reprimanded, prohibited from exhibiting, denied access to CFA services and facilities, including the registration of cats, transfer of ownership, placement of advertising in CFA publications, and/or fined upon a finding of guilty for:*

- a. Cruel or inhumane treatment in the breeding, keeping, showing, or otherwise dealing with felines.*
- b. Willful misrepresentation in connection with registration of a litter or cat.*
- c. Abuse of the services of CFA in connection with the advertising, sale, lease, or transfer of a feline.*
- d. Authorizing or participating in the distribution of club funds in a manner inconsistent with the objects of the Association.*
- e. Violations of CFA registration rules as promulgated by the Board from time to time.*
- f. The violation of any Show Rule.*
- g. Any act or conduct seriously and patently detrimental to the best interest and welfare of the cat or the Association.*

#### ***Section 5 – Procedure***

*The Board may consider any protest filed hereunder by any member of a member club or in any other manner brought to the attention of the Executive Board. The Board may delegate authority to one or more persons to review, investigate, and determine if probable cause exists for the filing of a formal protest.*

*Such determination as to probable cause shall be advisory only and not binding on the Board. Should the Board elect to proceed with a formal hearing, the party charged will be entitled to receive written notice of the particulars of the charges no less than thirty (30) days before the scheduled hearing date.*

*Any Board member who is the subject of a complaint, or who is a member of a club that is the subject of a complaint, or who by some other close association has an interest in the outcome of a protest, shall be duty-bound to disqualify himself from participation in consideration of the protest.*

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## ARTICLE XVI – GENERAL

### Section 1 – Adoption of Policies and Procedures

The Executive Board or designated committee of the Board, by resolution, shall adopt such rules, regulations, policies and procedures as it may deem necessary and appropriate to the operation of the Association, including, but not limited to, a Conflicts of Interest Policy and Whistleblower Policy; provided, however, that no rule, regulations, policy or procedure may be adopted by the Association that is contrary to these Bylaws and applicable law as may be amended from time to time.

### Section 2 – Books and Records

There shall be kept at the office of the Association: (1) correct and complete books and records of account; (2) minutes of the proceedings of the member clubs, the Executive Board and any committee of the Executive Board; (3) a current list of the members of the Executive Board of the Association; (4) a list of all member clubs including name and address; (5) a copy of these Bylaws; (6) a copy of the Association's application for recognition of exemption with the Internal Revenue Service; and (7) copies of the past three (3) years' information returns and Form 990-T's (if any) filed with the Internal Revenue Service.

### Section 3 – Loans to Directors and Officers

No loans shall be made by the Association to the members of its Executive Board, or to any other corporation, firm, association or other entity in which one or more of its Executive Board members are directors or officers or hold a substantial financial interest except as allowed by law.

### Section 4 – Certificate of Incorporation

The Executive Board may change the Certificate of Incorporation as needed to comply with law.

## ~~ARTICLE XVI~~ **ARTICLE XVII – AMENDMENTS**

This Constitution may be amended by an Annual or Special Meeting of ~~members~~ member clubs by two-thirds (2/3) of the votes entitled to be cast by the delegates present at the meeting in person or by proxy, provided that the proposed amendment, together with notice of time and place of the meeting, has been provided by the Central Office of this Association, or by a member club proposing the amendment, to each member club at least forty-five (45) days prior to the meeting.

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## APPENDIX A

### **BREED COUNCIL STANDING RULES**

#### **PURPOSE**

*The CFA Breed Councils were established in 1970 to serve as advisory bodies on breed standards to the CFA Executive Board. The Breed Councils channel opinions and suggestions from the individual breeder to the Board through the Breed Council Secretary elected by each specific breed.*

#### **ELIGIBILITY REQUIREMENTS FOR INDIVIDUAL BREED COUNCIL MEMBERSHIP**

1. *Have a CFA registered cattery name.*
2. *Are at least 18 years of age or older.*
3. *Have bred and registered with CFA at least three litters of the appropriate breed/division.*
4. *A judge or an officer of another cat registering association is not eligible.*

*In addition to the above requirements, membership is limited to individuals who have met either of the following qualifications:*

*Bred at least one CFA Grand Champion or Grand Premier of the appropriate breed/division,  
OR*

*Registered one litter of the appropriate breed/division within the previous two calendar years and, have exhibited a cat/kitten owned or leased by the applicant of the appropriate breed/division at a CFA show within the previous two calendar years.*

*A litter which has been reregistered to add an individual or individuals as additional breeders of the litter may not be used to qualify the additional breeder or breeders for Breed Council membership.*

#### **MEMBERSHIP**

*Membership by eligible individuals in any breed/division section may be obtained by submitting to the Central Office a completed membership application form together with the appropriate fee(s). A membership runs from May 1 to April 30. An optional two-year membership will be available in even numbered years for those members who have bred a CFA Grand Champion or Grand Premier of the appropriate breed/division. A two-year membership will begin May 1 of even numbered years and end on April 30 of the next even numbered year. When available for distribution, the Show Rules and Show Standards will be sent to each member. Membership applications for any given year will not be accepted after August 1 of that year.*

## **FEES**

*The annual registration fee (May 1 to April 30) shall be set by the Executive Board to help defray expenses for the operation of the Breed Councils.*

## **PROCEDURE FOR SUBMISSION OF PROPOSALS**

*Members forward suggestions and opinions to the elected secretary of the specific breed council. The breed council secretary will evaluate these proposals and obtain the opinions of other members of the particular breed/division section. The weight of these opinions will form the basis for an annual poll taken prior to the Executive Board meeting in February when breed standard revisions are considered.*

## **BREED COUNCIL SECRETARY**

### *1. Requirements for Eligibility –*

- 1. Current CFA membership in the specific breed council.*
- 2. Current CFA club membership.*
- 3. A secretary may not hold his/her position in more than one council at a time.*

### *Election –*

*1. A secretary for each breed council will be elected FROM the membership and BY the membership of that breed council.*

*2. Elections will be held every two years in even numbered years during the month of December. Secretaries shall begin their two-year terms on May 1 of the following year, except that secretaries elected in December 2014 shall serve from January 1, 2015 – April 30, 2017.*

*3. A candidate must declare his/her intention to run for secretary of a breed council by submitting his/her declaration in writing, signed by the candidate, to the Central Office by August 1 next prior to the December in which the election is held. Signed declarations may be submitted by mail, fax or electronic scanned file.*

*4. Ballots for the election of breed council secretaries must be mailed to the Central Office in accordance with voting instructions printed on the ballot and must be returned in the official ballot envelope.*

*5. Only those breed council members who have paid their dues by August 1 next preceding the December in which the election is held shall be eligible to vote in the election.*

*6. In the event of a tie vote between/among the candidates for breed council secretary, the membership that was eligible to vote in the election that resulted in a tie shall be balloted again. The reballoting will be done within 2 weeks of the close of the prior election, allowing the voters 14 days to return the ballots to Central Office. If the vote is again a tie, the winner shall be determined by lot.*

Vacancies –

1. Any vacancy occurring in the office of a breed council secretary shall be filled by appointment by the President of CFA.

*Notwithstanding the fact that the Councils shall serve the Executive Board in an advisory capacity, the Executive Board shall not alter or amend any part of the standards for any breed, or add thereto, without first obtaining (within the prior 12 months) the approval of 60% of the members voting of the specific Breed Council(s) affected. An unmarked item on an otherwise valid breed council ballot is an abstention, and an abstention does not count as a member voting for purposes of calculating 60%.*

*In no case will the Executive Board accept a new breed without providing the Breed Council Secretaries of any breed which has been used to establish a proposed new breed an opportunity to comment.*

\* \* \* \* \*

***Certificate of Incorporation Proposal:*** *The Board requests the delegates' support to update the CFA Certificate of Incorporation to align with current law and the current business information of CFA.*

***Rationale:*** *The CFA was originally incorporated in October 1919. Over the more than 100 years since the incorporation, New York Non-Profit Corporation Law has changed. Our Certificate of Incorporation is out-of-date and must be changed to comply with current law and our current association information. The Restated Certificate of Incorporation make no core changes to the way CFA conducts its business, but simply updates the terms to accurately describe our association today. These changes are mandatory as our Certificate of Incorporation is required by New York law to reflect our current organization. We ask for the delegates' strong support for these changes.*

**Newkirk:** OK Cyndy, next item. **Byrd:** The next item is our restated Certificate of Incorporation, which is the same as what you saw last month. What you see is what we hope to present to the delegates for their approval. It's a super simple thing. This section describes everything that has to come before the actual restatement, and then this is the actual restatement – the changes from our original Certificate of Incorporation. [Transcript goes to each individual section being discussed.]

**Newkirk:** Seeing no further discussion, we will call a vote. If you're in favor of the amended Articles of Incorporation to be presented to the delegation for ratification, please raise your hands.

**Newkirk** called the motion. **Motion Carried.**

**Newkirk:** The yes votes are Melanie Morgan, Rich Mastin, Howard Webster, Brian Moser, Carol Krzanowski, George Eigenhauser, Sharon Roy, Kathy Calhoun, Pam Moser, Hayata-san, Cyndy Byrd, Cathy Dunham, Pam DelaBar, Kenny Currle, Rachel Anger, John Colilla and Steve McCullough. I'll call for the no votes. Any abstentions? Rachel, you can



announce the vote when you have them tabulated. **Anger:** That was unanimous, with 17 yes votes, zero no votes, zero abstentions. **Newkirk:** OK, thank you very much. **Anger:** You're welcome. **Newkirk:** Cyndy, the motion is ratified. Anything else? **Byrd:** That's it.

**RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**THE CAT FANCIERS' ASSOCIATION, INCORPORATED**  
**Under Section 805 of the Not-For-Profit Corporation Law**

The undersigned, being the President of The Cat Fanciers' Association, Incorporated (the "Corporation"), for the purpose of amending and restating the Certificate of Incorporation of the Corporation pursuant to Section 805 of the Not-for-Profit Corporation Law of the State of New York (the "N-PCL"), hereby certifies:

- (1) The name of the Corporation is The Cat Fanciers' Association, Incorporated.
- (2) The Corporation's Certificate of Incorporation was filed by the Department of State on October 6, 1919, pursuant to the Membership Corporations Law.
- (3) The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the N-PCL.
- (4) This amended and restated Certificate of Incorporation was duly authorized by the members of the Corporation.
- (5) The Certificate of Incorporation is hereby amended to affect the following:
  - (a) Paragraph FIRST relating to the Corporation's purposes is amended to read in its entirety as follows:

The purposes for which the Corporation is formed are the registration of the pedigrees of cats and kittens; the promulgation of rules for the management of shows; the promotion of the interests of breeders and exhibitors; and the improvement of the breeds of cats.
  - (b) Paragraph THIRD relating to the territory in which operations are principally to be conducted is hereby deleted in its entirety.
  - (c) Paragraph FIFTH relating to the number of directors is hereby deleted in its entirety.
  - (d) Paragraph SIXTH setting forth the names and addresses of the initial directors is omitted in its entirety.
  - (e) Paragraph SEVENTH relating to the annual meeting is hereby deleted in its entirety.

(f) The remaining paragraphs shall be re-numbered.

(6) The Certificate of Incorporation of the Corporation is restated as amended herein to read in its entirety as follows:

RESTATED CERTIFICATE OF INCORPORATION

OF

THE CAT FANCIERS' ASSOCIATION, INCORPORATED

~~We, the undersigned, all being persons of full age, and at least two-thirds of us being citizens of the United States and at least one of us a resident of the State of New York, desiring to form a corporation pursuant to section 41 of the Membership Corporations Law of the State of New York, do hereby make, sign and acknowledge this certificate as follows:~~

~~SECOND~~ FIRST: The name of the corporation is ~~to be~~

THE CAT FANCIERS' ASSOCIATION, INCORPORATED.

**Byrd:** The first one is the name of the corporation.

~~FIRST~~ SECOND: ~~The particular objects for which this corporation is to be formed are as follows: The purposes for which the Corporation is formed are the registration of the pedigrees of cats and kittens; the promulgation of rules for management of shows; the promotion of the interests of breeders and exhibitors; and the improvement of the breeds of cats in the United States and Canada.~~

**Byrd:** The second is the purpose of the corporation.

~~THIRD~~: ~~The territory in which its operations are to be principally conducted is the United States and Canada.~~

~~FOURTH~~ THIRD: Its principal office is to be located in the Borough of Brooklyn, City and State of New York at 260 East Main Street, Alliance, OH 44601.

**Byrd:** The third is the office, which we found from Anita that we can use our actual office, so that's nice.

FOURTH: The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is The Cat Fanciers' Association, Inc., 260 East Main Street, Alliance, OH 44601.

**Byrd:** The fourth is the address to which the Secretary of State will send copies of processes.

~~FIFTH~~: ~~The number of its directors is to be seven (7). Paracorp Incorporated is designated as agent of the Corporation upon whom process against the corporation may be served.~~

*The street address of the registered agent is 2804 Gateway Oaks Drive #200, Sacramento, CA 95833.*

**Byrd:** The fifth is our registered agent, which is right now Paracorp. We're hoping to find somebody possibly different, but that section can be changed whenever needed. Hopefully we'll find an office that we really do like before this goes out to the delegates, and then that would change.

**McCullough:** Do you have any idea why Anita would say we don't have to be incorporated in New York or have a physical presence in the counties of New York, to be incorporated there? **Byrd:** We have to have a registered agent in every state that we do business in. Paracorp serves as that. We do not have to have an office in New York, we just have to follow New York law because that's where our incorporation is. **McCullough:** Everything I've dug up and everything my attorney dug up says we do have to have a corporate presence in a county of New York, and it's in the State Department's application that requires it, as well. I was just wondering how we got around that. **Byrd:** Because we have a registered agent that has an office in the state. **McCullough:** That's also on here, as well. You have to have one of those, as well. It's not either/or, it's in addition to. **Byrd:** We can certainly recheck that, but between our last meeting and this meeting, Anita informed us that we can use our Ohio address. **McCullough:** It's the 6<sup>th</sup> paragraph of the application that says the office of the corporation has to be located in the County of \_\_\_\_\_, State of New York. Then it says name and address for process service. I'm good if she's got something to back it up with. **DelaBar:** I think a lot of the law has to do with, it goes back to the original filing of the Articles of Incorporation, which took place in 1919, if I remember correctly. What we're doing now is a revision thereof to get us away from just doing business in North America, and the updates. All that other stuff, Steve, I think is back to the beginning when the original filing took place. **Newkirk:** Anyone else?

~~SIXTH:—The names and places of residence of the persons to be its directors until its first annual meeting, are as follows:~~

~~[Names and addresses of the original seven directors]~~

~~SEVENTH: The time for holding its annual meeting is to be on the last Thursday in February in each year.~~

~~IN WITNESS WHEREOF, we have made, signed and acknowledged this certificate in duplicate I have made and subscribed this certificate and hereby affirm under the penalties of perjury that its contents are true this \_\_\_\_\_ day of \_\_\_\_\_ 2021.~~

~~Dated, the 1<sup>st</sup> day of October, 1919.~~

~~[Signatures of the seven original directors]~~

\_\_\_\_\_  
Name: Darrell Newkirk  
Title: President

**Byrd:** Then the signature line. That's it. **Newkirk:** Quite amazing, isn't it, that this hasn't been updated since 1919. **Byrd:** It has, actually. There have been two updates. One was to add Paracorp and I can't remember the other one, which was back in 1954. **Eigenhauser:** I think that

one changed the numbers of directors on the board from 7 to 14. **Mastin:** Rich will second the motion. **Newkirk:** Cyndy has made the motion to accept our updated Articles of Incorporation, to be presented to the delegation, and Rich has seconded it. Is there any discussion on this?

#### 4. NEW BUSINESS.

##### (a) Delegate Fee Issue.

**Newkirk:** Let's take up the delegate fee discussion next. Melanie, you put a thing out today so I will recognize you. **Morgan:** Thank you very much. I apologize for the lack of video. My computer seems to have a mind of its own, and it keeps clicking on and off. If I show up and out, that's what's going on. But yeah, I wanted to bring up the matter of the delegate fee for this year's annual, in light of the fact that the annual will be a virtual event. The notice for delegate registration, as you all well know, went out this morning, and I don't know about you guys, but my phone and email started going crazy as a result. People just are not understanding why we would charge the full \$40 fee when the in-person meeting has been cancelled. I understand that the delegate fee is specified by and regulated in our constitution, but I'm not sure that all of our club members do, but I do contend that just because it's specified in our constitution, that does not mean that we cannot apply common sense here. There are, in my opinion, several options. First and foremost, I think, and maybe I am wrong, that NY state law has provided us some leeway for emergency measures, given the fact that we are in the midst of a global pandemic. It seems to me that this whole delegate fee situation would easily fall in that category although certainly I would cede to the opinion of Shelly as our legal counsel on this. If that is not an option, then we can surely come up with something else. For example, we can charge the delegate fee as per the constitution and then provide a credit of \$40, or whatever amount we determine makes sense, for the 2022 dues of any club who seats a delegate at the 2021 virtual meeting. That's one solution, and I am sure there are others. But really, it gets down to, why are we talking about this? The bottom line is, we want delegates at this meeting. Getting people to sign up for hours on the computer is going to be hard enough. Getting a quorum is hard enough. Asking them to pay \$40 for the privilege when they get none of the trappings that normally go with the experience of an annual puts a barrier to entry in place that I fear will alienate a vast number of people who are an integral part of CFA. That's not what we want to do. This really is such a delicate time and I think it is important to make it abundantly clear to all of the people out there that we understand the hardships that our clubs and exhibitors are facing. We value their input. There are people out there who have lost their jobs, and \$40 may not sound like a lot to some people, but to others, that's the difference between getting their cat to the vet or not. So, we need to bend over backwards to be inclusive and the \$40 price point is just not realistic in this current situation, in my opinion. I am almost done here, but in closing I would like to read really quickly one of the many messages I received today. It says: *To Whom It May Concern, It is my understanding that CFA plans on charging delegates to the 2021 virtual Annual Meeting a forty dollar (\$40) delegate fee. I strongly suggest that special circumstances be invoked to reduce that fee. Certainly there are some expenses involved in setting up the virtual meeting, but many more expenses that won't occur this year. The majority of delegates pay most if not all of their fees to attend. For this, they have the honor of representing their clubs. They have access to programs and workshops, receptions, informal small group discussions, breed council activities, and the business meeting. They also get a swell delegate bag. This year, what will delegates/clubs receive for the delegate fee? IT seems limited to access to listen in on a zoom meeting where one's ability to speak to the group is questionable. There is no chance to informally meet to discuss proposals, no chance to meet with others working in your breed, or to discuss finer points of putting on a show, or to socialize or network, no access to vendors, and no delegate bag. As someone who has represented two clubs each year for close to twenty years, I doubt that*

*I am going to shell out \$80 I really need to spend on other things just to listen in. I doubt that CFA will have a quorum, so there will be little point in this whole exercise. I respectfully suggest that the expenses of presenting the business meeting as a virtual experience (and not all the other regular expenses of said meeting) be calculated and a more reasonable delegate fee be suggested to cover those costs.* Sorry to go on so long, but I just figured it was a good start. You can argue this either way, but I think it's important to listen to certainly how a vast number seem to feel, at least based off the number of phone calls and emails that I received today. Thank you. **Roy:** Actually, Melanie said pretty much everything that I was going to say, but we're going to invite these people to a virtual meeting. We have no idea, other than the constitutional change, whether they will even have anything to vote on, so I do think we need to consider giving the clubs who send a delegate something back.

**DelaBar:** If we have 400 delegates – and I'm saying, that's usually a fairly safe number to go back on, historically – that's only \$16,000. That's not a lot of money to carry on what we're going to be trying to accomplish by holding this virtual meeting. It's not going to be the nifty \$189 Zoom meeting program that we all pretty much are using anyway, this is going to be well expanded. The constitution dictates. That does not give us the chance to give a lower fee. I think we need to bring this up at our first meeting after the annual when we know what the expenses are going to be, but as of attending as a delegate, I'm sorry – I don't feel that \$40 is too much for me to have to spend on behalf of Sophisto Cat Club in order to have a say in the dealings of the business of this organization, which we all seem to be vested in. If you're vested in the organization, then somehow you are going to come up with \$40 to do it. **Anger:** I see my fellow Annual Committee member has his hand raised also, and I'm sure he is going to say everything I am going to say, only much more eloquently. I just want to state, I am glad some board members have received some input. I received no phone calls, no emails, so I don't know if this is one person talking to Melanie or what the situation is. I do understand that person's concerns, but I think George is now going to say the opposite side of that issue. **Eigenhauser:** Gee, no pressure at all. Let me start by saying I agree with everything Pam DelaBar and Rachel Anger said. Look, normally a delegate would spend hundreds of dollars to fly out, hundreds of dollars to stay at what is usually higher end hotel than a lot of us go to for cat shows, because places with big enough facilities tend to be a bit expensive. Meals are a little bit expensive there, etc., etc. I really think this is first-world problems when we say, "we can't afford to spend \$40 to go to an event that we normally spend \$1,000 to go to." I think that's really an odd sense of economy. Yes, the constitution sets our delegate fee. We can't change that, but on the other hand, once CFA has money in the treasury, we can do whatever we want with it. So, I agree that what we ought to do is, at our first meeting after the annual – probably Sunday morning after the annual – we ought to sit down and look, and see how we did. We're going to have some expenses for the annual. We know some of those are coming up in closed session. There will be other expenses for things like having staff. The plan right now is to have some of our key people actually physically together so they can assist each other at Central Office, so there will be some air fares, there will be some hotels. I would be surprised if we didn't spend all of the delegate fees, maybe even twice over, before we're done with this. So, let's take a look, let's see how it works out, let's follow the constitution for now, but when we know how we do financially at the annual, then we can sit down and figure out ways to rebate this to the clubs. There are a lot of different ways to do it. Somebody talked about just giving a check back to the clubs that sent delegates. Another possibility is to really use it to subsidize the show-producing clubs, because as they are coming back online, they're going to be facing a lot of headwind, not only because of

lingering effects of the COVID, but just change in people's lifestyles and attitudes during the pandemic. It may take us years to get back to normal. Why not devote some of the money that we save on the annual to helping the clubs? I don't think we need to look for ways to violate the constitution to do it. Let's save this until later and deal with it when we have a better sense of what the actual cost of the annual is going to be.

**Newkirk:** George, did you want to comment on the quorum issue? **Eigenhauser:** My personal feeling is that we're going to have a better shot at getting a quorum than we ever had before. I know clubs that haven't sent delegates in years and basically proxy out their delegates, because they can't afford to travel. A lot of people can't afford to travel. We don't have airline miles to get us to the annual. This is the cheapest annual in history. Instead of spending thousands of dollars to get to the annual, you're going to be able to participate for \$40. That's going to make this a much broader annual than it ever has been before. There are people in the far flung corners of CFA that maybe didn't have the opportunity to attend, that will have the opportunity to attend this year. So, I don't foresee any problem with a quorum. I think this is going to be one of our best attended annuals in a long time.

**Calhoun:** I have two points. I'm not going to go into a lot of detail around the financials at this point in time, but I can tell you right now, from what we know today, we are negative on this event from a financial perspective. So, we know that there will probably be additional costs that we haven't even taken into consideration. The other thing, I don't know that people know at this point in time, and maybe we can do a little sales job on this event, because I don't know if people understand that everything that they could experience, except being next to people and a delegate bag, we are going to deliver to their home. They would be able to vote, they would be able to speak, they would be able to see all of the meeting in the comfort of their own home. So, that's a different spin on this. To what George said, in normal circumstances that would cost you upwards of \$1,000 between your air fare and your hotel and your food and all this. I don't want to restate what has already been said, but as far as some of the other trappings, that is not available in a pandemic. The \$40 was never expected to give you part of that – not ever expected to give you a banquet or the comradery. This was for a business meeting. There's a lot of people working really hard to deliver that business meeting as effectively and as inclusively as possible in the comfort of a person's home – and, even more important than the comfort of a person's home, the safety of someone's home in the middle of a pandemic.

**P. Moser:** Aren't we going to have to go to some outside company in order to even do this meeting because of all the logistics, or am I incorrect on that? **Newkirk:** Allene, would you like to address that? **Tartaglia:** The Virtual Annual Committee has been meeting. We believe that we have a solution. We will be meeting next Monday night and have a report for the next board meeting on the 16<sup>th</sup>. It's a good group of people. We've got a lot of different viewpoints and different experiences, and we think that we're going to be able to do this without using an outside firm. We did look at some outside firms. They basically use the Zoom platform, which is the same platform we're going to be using and that we have been using. **P. Moser:** OK, so that will be brought up at our next board meeting, on how that's going to be carried out? **Tartaglia:** Yes. **P. Moser:** OK, thank you.

**Newkirk:** Anyone else? Melanie, back to you. **Morgan:** Thank you. Clearly, I know where this is going. However, I would like to make a motion, to provide a \$30 rebate on club



dues in 2022 to any club that seats a delegate at the 2021 annual. **McCullough:** Steve will second. **Newkirk:** So, the motion is to charge the fee and refund \$30. Is that correct? **Morgan:** Correct. **Newkirk:** Alright. We've discussed this pretty much. **P. Moser:** Is this a 2/3 vote or a simple majority please. **Newkirk:** 2/3. It's not pre-noticed. **Mastin:** I will vote against this, not in support of it. I'm waiting to review the financial position after the annual is over and then maybe this is something we consider on Sunday after the annual meeting. **Newkirk:** Anybody else? **Tartaglia:** I think the amount for dues is also in the constitution. I'm not sure that makes any difference on this, but I believe it is outlined on the constitution. The club insurance is not, so it's a technicality. **Morgan:** Can we change it to a discount on club insurance, just to cover ourselves? Steve, will you second that? **McCullough:** I'll second that. **Newkirk:** OK, so it's a \$30 reduction in club insurance. Anyone object to that change? I'm not going to make an amendment because we're going to vote on it in a minute anyway. **Mastin:** I don't object to the change, but the original motion was a rebate on dues, not a reduction on dues, was my understanding. Therefore, I am still going to not support this motion until after the annual, so we can vet through the annual financials. **Newkirk:** Any other comments? OK, so the motion by Melanie and seconded by Steve is to charge the constitutional requirement of a \$40 delegate fee and afterwards a \$30 rebate on club insurance. Is that correct, Melanie? **Morgan:** Correct, for any club that has seated a delegate in the 2021 virtual meeting. **Newkirk:** OK great, thank you for specifying. **Mastin:** Darrell, what you said and what Melanie motioned is different. My understand of Melanie's motion was a reduction in the club insurance, and I believe you stated a rebate. **Newkirk:** Alright. Well, I mean, a reduction or a rebate is sort of semantics. We're going to give them \$30 back of the \$40 fee. **Morgan:** I'm fine with it as stated. **Newkirk:** You can call it what you want, but the motion is to give them \$30 of the \$40 back, to be applied to club insurance. Is that correct, Melanie? Are you OK with that, Rich? **Mastin:** Yes, I'm OK with it. Just so you know, I'm still not going to support it. **Newkirk:** All those in favor, raise your hand.

**Newkirk** called the motion. **Motion Failed.** Morgan, Roy, B. Moser, McCullough, Hayata and Colilla voting yes. P. Moser abstained.

**Newkirk:** The yes votes are Melanie Morgan, Sharon Roy, Brian Moser, Steve McCullough, Hayata-san and John Colilla. If you will take your hands down, those opposed raise your hand please. The no votes are Rich Mastin, Howard Webster, George Eigenhauser, Cathy Dunham, Pam DelaBar, Kathy Calhoun, Kenny Currle, Cyndy Byrd, Carol Krzanowski and Rachel Anger. Are there any abstentions? Abstentions are Kenny Currle and Pam Moser. **Currle:** Rachel, I was a no. **Anger:** We have six yes votes, ten no votes, one abstention. **Newkirk:** So the motion is not agreed to. Melanie, anything else? **Morgan:** That's it for me. Thank you though.

**(b) Club/Exhibitor Survey.**

**Newkirk:** We'll move on to the club/exhibitor survey, and that's Melanie Morgan and Kathy Calhoun. Whoever raises their hand first can start out. Allene, if you can put that up on the share screen. So, we've got two versions here – the club version and the exhibitor version, is that correct Melanie and Kathy? **Morgan:** Correct. I wasn't sure when you asked for this, Darrell, who we wanted to send it to, so I put two things out there. We can use one or both. **Newkirk:** I'm OK with both. I know people were bringing – I wanted to be proactive and bring this up ahead of time, because we've got to make a decision, because the show season and our current

policy expires at the end of April. So, we need some input. I'm happy for the clubs, but I for sure want the exhibitors to have an input, so why don't we start with the club survey first and then we'll move on to the exhibitor survey.

**P. Moser:** I just have a comment. I guess I don't understand why we're even doing this, because first of all when COVID was a lot worse, people still wanted to have national wins. By sending this out – I mean, that's fine, but you know everyone is going to want national wins, so I don't know why we're even having this discussion, I just think we should have national wins and regional wins for next year, and I don't even think it needs to be sent out a survey, but that's just my opinion. **Newkirk:** Then I think you need to go to the FaceBook page for the Unofficial CFA list. There's a very, very, very wide opinion about whether we should go back to this. I didn't look today, but the last time I looked it was two to one not to have national wins. **P. Moser:** Really? I don't usually look at FaceBook because, as George says - **Newkirk:** I know. Can somebody take a quick look to see what Lorna's poll is showing right now. **P. Moser:** I would be shocked if people are saying they don't want to have national wins. I'm shocked. **Newkirk:** Did somebody look? **Currle:** It is two to one. **Newkirk:** Pam, anything else? **P. Moser:** No. **Eigenhauser:** The point is, there are different opinions out there. Some people have the feeling that everybody wants national wins. Where I'm from, nobody thinks we're going to be back to normal until 2022, so rather than speculate from what we've heard or from a little snippet or from some poll that somebody else produced, the CFA board ought to communicate with our clubs and exhibitors director and ask them what they want, rather than just assuming. **Newkirk:** I agree with you 100% George.

### *Club version*

#### *CFA Club Survey of Clubs Regarding Shows and Regional/National/Breed Win Titles in the 2021-2022 Show Season*

*Dear Club Secretary:*

*The CFA board has requested that we poll the CFA clubs regarding whether or not there should be National awards in the upcoming 2021/2022 show season. Please survey your club members and submit your club's responses to the following questions to xxxxxxxxxxxxxxxxxxxxxxxx at CFA Central Office no later than xxxxxxxxx 2021.*

1. *Please indicate your club's region of residency.*

- |                         |   |
|-------------------------|---|
| a. <i>Region 1</i> ____ | f. <i>Region 6</i> ____                     |
| b. <i>Region 2</i> ____ | g. <i>Region 7</i> ____                     |
| c. <i>Region 3</i> ____ | h. <i>Region 8</i> ____                     |
| d. <i>Region 4</i> ____ | i. <i>Region 9</i> ____                     |
| e. <i>Region 5</i> ____ | j. <i>International Division-China</i> ____ |
|                         | k. <i>International Division-Other</i> ____ |

2. *Has your club produced a show in any of the last three show seasons?*

*YES* \_\_\_\_ *NO* \_\_\_\_

3. Will your club put on a show during the 2021-2022 show season?  
 YES\_\_\_ NO \_\_\_ MAYBE \_\_\_
4. Will a majority of your club members enter and attend a show in the 2021-2022 show season?  
 YES\_\_\_ NO \_\_\_ UNKNOWN \_\_\_
5. Should CFA offer National Winner (NW) Awards for the 2021-2022 show season?  
 YES by traditional rules \_\_\_\_\_ NO \_\_\_\_\_  
 YES with special conditions (reduced point minimums) \_\_\_\_\_
6. Should CFA offer Breed Winner (BW) Awards for the 2021-2022 show season?  
 YES\_\_\_ NO \_\_\_

7. Comments \_\_\_\_\_

Club Name \_\_\_\_\_

Club Secretary Name (print) \_\_\_\_\_ Date \_\_\_\_\_

Club Secretary Signature \_\_\_\_\_

**Morgan:** One of the suggestions we received was from Rich. He thought that we should break out the International Division. My question back was, I'm not sure what relevant information that's going to give us, just in terms of breaking it out. We certainly can, it just makes it that much longer. So, that's something to throw to the board and see. We can do that if you would like. **Mastin:** Melanie, I was looking at #1 and noticed that you had all the regions broken out. I didn't know if that was for the purpose of identifying how many clubs planned on having a show during the show season. If that was the case, I thought it might be a good idea to break out the International Division so that we can see specifically what China was planning. That's all that purpose was. I had one more question or suggestion, if and when you are ready to accept that. **Morgan:** [consents]. **Mastin:** Allene, can you scroll up please to the top? The title indicates "and Regional Win Titles". Isn't this for national win titles? **Morgan:** It is. That's just a carry-over, so we need to change that. **Mastin:** OK, that's all I was referring to in the email. **Morgan:** That makes more sense. Yep, changed. **Mastin:** It was confusing when I read it originally. **Morgan:** Understood. **Mastin:** Thank you.

**Newkirk:** So, how about breed wins? Where are we on that? **Morgan:** I consider breed wins are a national win to me. I mean, we can certainly define that if we want. **Newkirk:** We aren't giving them currently, is that correct? That's my understanding, so maybe we should put "National/BW". **Morgan:** OK, so "National/Breed Win". I think that's a good suggestion, good change. **Eigenhauser:** First, I agree with Rich that China is a big enough market that we ought to survey them separate from the rest of the ID, so I don't think it's all that complicate to have ID-China, ID-Other. I would like to know what the people in China think. The other thing I would like to change is on question #4. Some clubs may not know the answer to whether their members are going to go to shows or not, so I would put yes/no/maybe or yes/no/unknown to give the

clubs an option. **Newkirk:** So, do you want to put yes/no/undecided? **Morgan:** Undecided or maybe. What do you think? **Calhoun:** Unknown. **Eigenhauser:** I like unknown, because clubs may not be mind readers. **Morgan:** I like that. OK. **Calhoun:** George pretty much said what I was going to say about the International Division, because initially when that came up, on past surveys we have always done a delineation, but, you know, having another level of detail never hurts. **Morgan:** Anything else? **Newkirk:** Do you want to add k. as International Division-China? **Morgan:** I made j. International-China and I made k. ID-Other on my changes. **Newkirk:** Allene, can you pop in there and update that? **Morgan:** I'm making the changes as we go, so I can forward these to her when we're done.

**Mastin:** This is a small request. Allene, can you scroll to the bottom of the page, please? This was a recommendation by George earlier in the week on documents, when we were having some email exchanges back and forth, and I liked his recommendation. I think we should put a date code on the bottom of this, so we know for history purposes when we actually released this document, especially due to the changes with COVID that are happening extremely rapidly around the world. **Newkirk:** That's a good idea, thank you. **McCullough:** Starting March the 10<sup>th</sup>, Texas will have no restrictions. The governor lifted them all today – no mask mandates, no 6' distancing, nothing. It's all wide open. **Newkirk:** I did a little research on states that require mask mandates. There are 35 states, and that includes Texas because they haven't lifted the restriction until the 10<sup>th</sup> of March, but there will be 34 states that have a restriction. Those that don't have a restriction, some cities within the state do. Just so you keep that in the back of your mind, everybody.

**Morgan:** I would like to get the board's opinion question #5 and just make sure that we're comfortable and we understand what we're asking there. I want to make sure it's not confusing – the one that says, *Should CFA offer National Winner (NW) Awards for the 2021-2022 show season? YES by traditional rules*, which would include our existing minimums, but I'm not sure that's clear there. *NO*, and then *YES with special conditions (reduced point minimums)*, which would change what a national win means, to some extent. Is that confusing? Does everyone understand it? Would we like a rephrase? **Mastin:** Melanie brings up a good point. However, I think we need to be careful if we're going to identify existing point minimums, because we don't even know what those are yet. The board needs to make that decision coming up, either at the next meeting or the April board meeting. I forget which meeting we make that decision. **Morgan:** I'm not trying to complicate it, I'm just bringing it up. Should we keep it at just yes or no, and maybe keep it simpler. You know what I'm saying? **Newkirk:** Anybody have an opinion on that? To strike out the *YES with special conditions*? **Krzanowski:** Yes, I think we should strike that out and just have a simple yes and no. If the majority decide they want the national awards, then we would have to determine as a board later on, based on conditions, what we want to establish as the minimum points. **Newkirk:** Allene, do you want to strike out the *YES with special conditions*? **Morgan:** I think that just keeps it simpler, thank you. **Newkirk:** I agree.

**Newkirk:** Anybody else? Do we want to vote on this one first? Melanie, do you want to make the motion to accept this, since we have altered it? **Morgan:** So moved, as amended. **Mastin:** Rich will second. **Newkirk:** We have a motion and a second. We've changed it. Is there any objection to the changed Club Version of the survey for national wins for the next show season? **Tartaglia:** The way we will distribute this to the clubs will be the same way we do balloting and everything else. There will be a personalized link that we will send to the clubs.

They can vote online. **Newkirk:** OK cool. That will really save a lot. So, everybody keep that in the back of your mind. Is there any objection to the Club Version of the survey? Hearing no objection, as amended and changed, it is ratified by unanimous consent.

**The motion is ratified by unanimous consent.**

***Exhibitor version***

***CFA ~~Club~~ Survey of Exhibitors Regarding Shows and ~~Regional~~ National/Breed Win Titles in the 2021-2022 Show Season***

*Dear Exhibitor:*

*The CFA board has requested that we poll the CFA exhibitors regarding whether or not there should be National awards in the upcoming 2021/2022 show season. Please submit your responses to the following questions to xxxxxxxxxxxxxxxxxxxxxx at CFA Central Office no later than xxxxxxxxxxxxxx 2021.*

***CFA SCORING QUESTIONS for 2021-2022 SHOW SEASON***

1. *Please indicate your region of residency.*

<i>a. Region 1</i> ____	<i>f. Region 6</i> ____
<i>b. Region 2</i> ____	<i>g. Region 7</i> ____
<i>c. Region 3</i> ____	<i>h. Region 8</i> ____
<i>d. Region 4</i> ____	<i>i. Region 9</i> ____
<i>e. Region 5</i> ____	<i>j. International Division-China</i> ____
	<i>k. International Division-Other</i> ____
  
2. *Are you a member of a CFA Club?*  
*YES* \_\_\_\_ *NO* \_\_\_\_
  
3. *How long have you been involved in the Cat Fancy?*  
*1-5 years* \_\_\_\_      *6-10 years* \_\_\_\_      *More than 10 years* \_\_\_\_
  
4. *How many shows do you attend in a normal (non-COVID) show season?*  
*0-6* \_\_\_\_    *7-15* \_\_\_\_    *16-25* \_\_\_\_    *26 or more* \_\_\_\_
  
5. *Should CFA offer National Awards for the 2021-2022 show season?*  
*YES by traditional rules* \_\_\_\_ *NO* \_\_\_\_  
~~*YES with special conditions (reduced point minimums)* \_\_\_\_\_~~
  
6. *Should CFA offer National Breed Winner titles for the 2021-2022 show season?*

YES \_\_\_ NO \_\_\_

7. Comments \_\_\_\_\_



## THE CAT FANCIERS' ASSOCIATION INC.

### CFA Club Survey Regarding Shows and National/Breed Win Titles in the 2021-2022 Show Season

Dear Club Secretary:

The CFA board has requested CFA clubs be polled regarding whether or not there should be National Awards in the upcoming 2021/2022 show season. Please survey your club members and submit your club's responses to the following questions via the online link provided to you via email no later than Friday, March 26, 2021.

1. Please indicate your club's region.

- Region 1 \_\_\_
- Region 2 \_\_\_
- Region 3 \_\_\_
- Region 4 \_\_\_
- Region 5 \_\_\_
- Region 6 \_\_\_
- Region 7 \_\_\_
- Region 8 \_\_\_
- Region 9 \_\_\_
- International Div.-China \_\_\_
- International Div.-AWA/CSA \_\_\_

2. Has your club produced a show in any of the last three show seasons (since May 2018)?

YES \_\_\_ NO \_\_\_

3. Will your club put on a show during the 2021-2022 show season?

YES \_\_\_ NO \_\_\_ MAYBE \_\_\_

4. Will a majority of your club members enter and attend a show in the 2021-2022 show season?

YES \_\_\_ NO \_\_\_ UNKNOWN \_\_\_

5. Should CFA offer National Winner (NW) Awards for the 2021-2022 show season?

YES (*by traditional rules*) \_\_\_ NO \_\_\_

6. Should CFA offer Breed Winner (BW) Awards for the 2021-2022 show season?

YES \_\_\_ NO \_\_\_

7. Comments: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

**Newkirk:** Let's move on to the Exhibitor Version. We need to change *Regional* at the top – **Morgan:** To *National/Breed*. **Krzanowski:** Again, in question #5, we have to delete that line, *YES with special conditions (reduced point minimums)*. **Newkirk:** We need them pretty much the same. **Krzanowski:** Yes. **Newkirk:** We had one where we added maybe. **Morgan:** Unknown. **Newkirk:** Allene, strike that out. **Tartaglia:** I'm not sure which one should be maybe. **Newkirk:** That was sort of club specific, I believe. That was club members. Can you slide up so we can see the Club Version again, to make sure we're pretty much on track with the same thing? I just wanted to check, because we have the breed winner awards, and that would be sort of the jump step to go to national wins. Slide back down now, Allene.

**Tartaglia:** As far as a deadline, do we want this information prior to the April board meeting? **Newkirk:** Yes. I think that would be helpful, because we're going to have to make that decision at the board meeting in April. So, you'll need to go in where the XXX's are when it has to be returned, whatever your return date is, you will need to add that in. **Calhoun:** Do we need to add the date at the end? **Tartaglia:** That's what I'm trying to do. The formatting is weird in this. It's not pretty, but the information will be there. **Mastin:** This is a small thing. Up in the

title of the Exhibitor Survey, do we need the word “club” in the beginning? It might be confusing. Should it say “CFA Survey of Exhibitors”? **Morgan:** Yes. **Mastin:** Thank you. **Eigenhauser:** On #6 on the Exhibitor Survey, should we specify that we’re talking about national breed winner titles? **Newkirk:** Yes. OK, that’s taken care of.

**McCullough:** How will this be sent to exhibitors? **Tartaglia:** We could put a post on CFA-News. There will be a link to the website. Again, we’ll ask people to take this survey online. I believe that’s how we did it last spring. **McCullough:** You can vote more than once then, correct? We can monitor that by looking at IP addresses if we choose, but we didn’t have an issue last time with duplicate votes. **McCullough:** From the exhibitors? **Tartaglia:** Correct. **Newkirk:** I think Steve, once the link is created so that exhibitors can go and answer this, then all the regional directors should put that link on their website, to notify everybody in their region. I’ll put it on the Next Generation website and one of us can put it on the Unofficial CFA list. We also have a CFA FaceBook page, and it can be posted there, too. **McCullough:** I was thinking about my Household Pet breeders up this way that have no idea what cfa.org is, let alone how they are going to vote.

**Newkirk:** Any other comments on the Exhibitor Survey? **P. Moser:** Is there one for regional awards, too? **Newkirk:** No, because that’s what we have currently. We’ll just be extending that. All we’re doing here is just, do we want to add breed wins and national wins. **P. Moser:** OK. **Newkirk:** You might be right. Maybe we should have a motion to continue the regional wins, but we can do that in April. **P. Moser:** OK. **Newkirk:** Rachel, will you make sure that’s put on the to-do list? Whatever we decide about regional [*sic*, national] and breed wins, we need to make a decision to extend the regional wins for the next show season. **Anger:** Yes.

**Webster:** I have a question about regional wins. Isn’t there a qualification that you have to have a regional show in order to have regional wins? **McCullough:** No. **Webster:** OK, I just wondered. **McCullough:** Come to Texas. We’ll have lots of shows. **Currle:** Not as many as Region 7. **Newkirk:** We’ve got some competition going on. There we go. **McCullough:** Challenge accepted. **Newkirk:** Alright. Melanie or Kathy, one of you want to make a motion to accept the – **Morgan:** So moved. **Mastin:** Rich will second. **Newkirk:** Any further discussion? Seeing no discussion, is there any objection to our sort of cleaned up version of the Exhibitor Survey? Hearing no objection, by unanimous consent, that is approved.

#### **The motion is ratified by unanimous consent.**

**Newkirk:** Kathy, do you or Melanie, either one, have anything further? **Morgan:** No. **Eigenhauser:** Before we leave this, Allene asked about when we are going to have it ready by. What are we going to put as the drop dead date for responding to the survey? I don’t think we voted on that. **Newkirk:** I had mentioned that she would insert the date. **Eigenhauser:** What date are we going to have them insert? **Newkirk:** Allene, how long will it take you to tabulate this? Is it one of those things where you hit a key and it tabulates it? **Tartaglia:** It’s tabulated automatically. **Newkirk:** OK, so do you want to give them a week before the April board meeting? **Tartaglia:** Do we have to include the results of the survey, pre-noticed as a board report? **Newkirk:** Well, there you go. Rachel, do you want to give us when it needs to be in? She’s got everything all laid out. [Rachel was having technical difficulties with her mouse] **Tartaglia:** She can’t. I believe the board meeting is the 6<sup>th</sup> of April, Tuesday. Isn’t it? **DelaBar:**



No, it's the 7<sup>th</sup>. The 5<sup>th</sup> is a Sunday. **McCullough:** April 6<sup>th</sup> is on Tuesday. **Tartaglia:** So, it's not the 7<sup>th</sup>, it's the 6<sup>th</sup>. **DelaBar:** Maybe my calendar is showing up as a European calendar instead of a regular calendar. **Tartaglia:** So I believe that board reports will be due on April 1<sup>st</sup> or March 31<sup>st</sup>. **Eigenhauser:** The schedule that went out before said March 31<sup>st</sup> was the deadline for committee reports. **Tartaglia:** So, I would say, we want the deadline, I'm going to say March 26<sup>th</sup>, just to give a bit of time. **Newkirk:** OK, so March 26<sup>th</sup> will be inserted for the due date return for both surveys. Anyone else?

(c) **Cat-H-Art In-Conjunction Request.**

**BACKGROUND:** *Cat-H-Art is requesting permission to hold a 6 rings show in the Chapiteau de Fontvielle, Monaco, in conjunction with De Gati De Munegu and the LOOF club Association Feline Mediterraneene, October 16/17, 2021. There are no shows scheduled in Region 9 on this date. The Region 9 Director approves.*

**MOTION:** *For its show on October 16/17, 2021 in the Chapiteau de Fontvielle, Monaco, grant the Cat-H-Art club permission to hold an in-conjunction show with the LOOF club Association Feline Mediterraneene on the condition that the club be informed that they should comply with the Guidelines (and enclose a copy with our approval).*

**Newkirk:** We have one motion that we're going to cover in open session. This was the second motion that Rachel sent out today, which is [reads background]. There's the motion. **DelaBar:** You might have wanted me to read it, to get the names right. **Newkirk:** I'm sorry, I don't live in France. I took French when I was in third grade. Pam, you can start the discussion on this. **DelaBar:** I'm going to so move that this activity be accepted and approved. **Krzanowski:** Carol seconds. **DelaBar:** I was going to say, we've had shows in Cannes and several of us have been to Monaco, but this is the first time that we're going to see CFA activity, along with LOOF activity in the principality of Monaco. FIFe has been there before, but it really, truly is a spectacle there. **Newkirk:** Alright. So, we have a motion and a second to grant Cat-H-Art to have an in-conjunction show. Any further discussion? No hands up. Is there any objection to the motion, as stated? Hearing no objection, by unanimous consent, the motion is approved.

**The motion is ratified by unanimous consent.**

(d) **Swire Cat Fanciers Motion.**

**MOTION:** *Grant an exception to Show Rule 6.35.c. and allow the Swire Cat Fanciers Club to extend their closing date by one day to 9PM China time on Wednesday, March 3, 2021.*

**The motion is ratified by unanimous consent.**

(e) **Yan Huang Cat Club Motion.**

**MOTION:** *For its 225 entry limit, 1.5 ring show (1 LH/2 SH) on March 13, 2021 in Hangzhou China, grant the Yan Huang Cat Club an exception to the Evaluation section of the Associate Judge Program adopted June 3, 2020, which states: ...At least one CFA judge must be at each show at which any Associate Judge officiates, to serve as a lead judge to answer questions and provide assistance, if needed.*

**The motion is ratified by unanimous consent.**

\* \* \* \* \*

**Newkirk:** Do we have any other items to discuss in open session? I think I've got everything covered here. Anybody else have anything that needs to be brought up in open session? OK, I see no hands up. It is 6:19 on the west coast, 9:19 on the east coast. The meeting stands adjourned. Thank you very much for your participation, and thank you to all the attendees who were on tonight.

At 9:19 p.m., the open session meeting was ADJOURNED.

Respectfully submitted,  
Rachel Anger, Secretary  
The Cat Fanciers' Association, Inc