

## **CFA EXECUTIVE BOARD MEETING**

**Sunday, June 25, 2023**

**Secretary's Note:** The Officers and Board of Directors of the Cat Fanciers' Association, Inc. met on Sunday, June 25, 2023, at JW Marriott Tucson Star Pass Resort and Spa, Tucson, Arizona. **President Richard Mastin** called the meeting to order at 9:00 a.m. Mountain Standard Time with the following members found to be present following a roll call by **Secretary Rachel Anger**:

**Mr. Richard Mastin (President)**  
**Mr. Russell Webb (Vice-President)**  
**Ms. Rachel Anger (Secretary)**  
**Ms. Kathy Calhoun (Treasurer)**  
**Ms. Sharon Roy (NAR Director)**  
**Mrs. Pam Moser (NWR Director)**  
**Ms. Paula Noble (GSR Director)**  
**Mr. John Colilla (GLR Director)**  
**Mr. Michael Shelton (SWR Director)**  
**Mrs. Cathy Dunham (MWR Director)**  
**Mr. Kenny Currle (SOR Director)**  
**Ms. Yukiko Hayata (Japan Regional Director)**  
**Ms. Pam DelaBar (Europe Regional Director)**  
**Dr. Marilee Griswold (Director-at-Large)**  
**Mr. Pauli Huhtaniemi (Director-at-Large)**  
**Mrs. Carol Krzanowski (Director-at-Large)**  
**Mrs. Anne Mathis (Director-at-Large)**  
**Mr. Darrell Newkirk (Director-at-Large)**

### **Also Present:**

**Shelly K. Perkins, Attorney at Law, CFA Legal Counsel**  
**Allene Tartaglia, Executive Director**  
**Kristi Wollam, Assistant Director**  
**James Simbro, IT Systems Analyst**  
**Matthew Wong, ID Representative**

### **Absent:**

**Eva Chen, ID-China Representative**

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

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(56) **MEETING CALLED TO ORDER/APPROVE ORDERS OF THE DAY.**

CFA ANNUAL MEETING AGENDA			
June 22-25, 2023			
All Times in Mountain Standard Time			
Sunday, June 25, 2023 • Board of Directors Meeting			
9:00 a.m.	57.	Call Meeting to Order; Approve Orders of the Day	Mastin
9:05 a.m.	58.	Appoint CFA Legal Counsel and Parliamentarian	Mastin
9:10 a.m.	59.	Taking of Board of Directors' Oath	Perkins
9:15 a.m.	60.	Distribution and Signing of Board-Required Documents	Perkins
9:20 a.m.	61.	Verbal Report of Conflicts of Interest	Perkins
9:25 a.m.	62.	Ratification of Committee Appointments	Mastin
9:45 a.m.	63.	New Business/Old Business	
10:15 a.m.	64.	Board Meeting Schedule	Anger
11:00 a.m.		ADJOURN	

**Mastin:** Good morning, everyone. Madame Secretary, please do the roll call. **Anger:** I will. [**Secretary's Note:** Secretary Rachel Anger called the roll, as reflected above.] Is there anyone on the board whose name I have not called? And we're all present, thank you. **Mastin:** Thank you. The meeting is called to order.

**Mastin:** I want to welcome our newly elected and re-elected board members. Two first-time board members, Anne Mathis and Marilee Griswold. [applause] Two returning board members. Pam, I'm needing help here. Pauli Huhtaniemi. **DelaBar:** Huh-ta-nee-mee. Every letter in Finland, unless it's a diphthong like a, which is ei. Huhtaniemi. **Mastin:** Sorry for butchering that. **Huhtaniemi:** That's OK for the first day. **Mastin:** And Darrell Newkirk. [applause] Welcome back. And re-elected, Carol Krzanowski. [applause]

**Mastin:** I want to thank our outgoing board members. Three of the four are present in this room and I want to recognize them. George Eigenhauser [applause], Melanie Morgan [applause], Annette Wilson [applause] and I assume Mark is on his way home, Mark Hannon [applause].

**Mastin:** Before we begin, may I have a motion to approve the Orders of the Day. **DelaBar:** So moved. **Currle:** Second. **Mastin:** Thank you. Any changes or additions to the Orders of the Day? Any objections? Seeing no objections, the motion passes unanimously.

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

**Mastin:** Thank you.

(57) **APPOINTMENT OF CFA LEGAL COUNSEL AND PARLIAMENTARIAN.**

**Mastin:** Next, I appoint the CFA Legal Counsel and Parliamentarian Shelly Perkins. Do I need a motion on that? **DelaBar:** No, not for an appointment. **Mastin:** I didn't think so. Great.

**(58) TAKING OF BOARD OF DIRECTORS' OATH.**

***The Cat Fanciers' Association, Inc. Board of Director Code of Ethics***

***Preamble***

*The Cat Fanciers' Association, Inc., is a New York not-for-profit association formed to register pedigreed cats, sanction CFA clubs, shows, and events, protect the hobby of breeding and showing, and enhance the well-being of all cats. CFA's principle membership consists of CFA cat clubs. The business of the association is managed under the direction of the CFA Board of Directors. This code of ethics serves as a code of conduct for association volunteers and staff in their capacity as board members. Members of the board affirm their endorsement of the code and acknowledge their commitment to uphold its principles and obligations by accepting and retaining membership on the board.*

***Mission***

*CFA's mission is to preserve and promote the pedigreed breeds of cats and to enhance the well-being of all cats.*

***Board of Directors Code of Ethics***

*Members of the board shall at all times abide by and conform to the following code of conduct in their capacity as board members:*

- 1. Abide in all respects by the rules and regulations of the association including but not limited to CFA's articles of incorporation, constitution, bylaws, and show rules.*
- 2. Conduct the business affairs of CFA in good faith and with honesty, integrity, due diligence, and reasonable competence.*
- 3. Lead by example in serving the needs of CFA and its members and also in representing the interests and ideals of the cat fancy at large.*
- 4. Uphold the strict confidentiality of all closed meetings and other confidential communications and not disclose any confidential information related to CFA affairs. Confidential Information does not include information that is publicly available, so long as the information was not made public by violation of this, or any other, Agreement or confidentiality obligation. Board Member shall not disclose to any others the following information or property of CFA:*
  - a. Trade secrets, patents, or other proprietary information;*
  - b. Customer or referral source lists;*
  - c. Contractual agreements;*
  - d. Customer and Employee personal information;*

- e. Judging program information and Judge personal information;*
  - f. Protest, citation and other disciplinary information;*
  - g. Animal welfare information;*
  - h. Advertising or marketing strategies;*
  - i. Product development practices; and*
  - j. Computer programming and source code.*
5. *Perform assigned duties in a professional and timely manner pursuant to the board's direction and oversight.*
  6. *Exercise proper authority and good judgment in dealings with CFA staff, judges, breeders, exhibitors, other board members, and the general public and respond to their needs in a responsible, respectful, and professional manner.*
  7. *Handle conflicts of interest appropriately by identifying them to the board and removing themselves from all discussion and voting on that matter.*
  8. *Act at all times in the best interest of CFA. Avoid placing (and the appearance of placing) one's own self-interest or any third party interest above that of CFA.*
  9. *Not abuse board membership by improperly using board membership for personal or third-party gain or financial enrichment.*
  10. *Not represent that their authority as a board member extends any further than that which it actually extends.*
  11. *Not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect CFA.*
  12. *Not engage in or facilitate any discriminatory or harassing behavior toward CFA staff, members, officers, exhibitors, breeders, or others in the context of activities relating to CFA.*
  13. *Not solicit or accept gifts, gratuities, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to CFA without fully disclosing such items to the board of directors.*
  14. *Provide proper care for their cats and maintain them in an exemplary manner beyond CFA's Minimum Cattery standards.*

*IN WITNESS WHEREOF, the undersigned hereby agrees to be bound by and abide by the foregoing Board of Director's Code of Ethics.*

***Board Member:***

Name [Printed]: \_\_\_\_\_

Signature: \_\_\_\_\_

Dated: \_\_\_\_\_

*[Secretary's Note: All current members of the Board of Directors executed the Board of Director's Code of Ethics, which is kept on file by the Keeper of the Records, CFA Secretary Rachel Anger. Board members must verbally agree to the oath when taken at Sunday's board meeting.]*

**Mastin:** Shelly, I'm going to turn things over to you. **Perkins:** Thank you. Alright, everyone, I'm Shelly Perkins. We probably all met at some point. In front of you, you should have four documents that Allene Tartaglia has passed out to you. I'm going to be referencing those four documents here today. The first is a Conflict of Interest Policy. Under New York Law, we do have to disclose any conflicts of interest and it has to be known to the board and then the board can review those, if there is anything of any concern to the board. So, please review the Conflict of Interest Policy. This was put together by our New York counsel, it has been approved by the board, so if you have any questions about that, you can talk to me directly. There's also in front of you a Board of Directors Code of Conduct, which is a Confidentiality Agreement and Agreement to Adhere to the CFA Code of Ethics. This Confidentiality Agreement was also approved by the board. It needs to be signed by all of you, and if you have any questions, you can also reach out to me directly. There's another document that's a Whistleblower Code of Conduct Policy. This is fairly new, also approved by the Board. It does not need signed, but if you have any questions about this policy or need to talk about it, you can talk to me directly. The final and fourth document is the Board of Director Code of Ethics. I'm going to read this out loud and at the end of when I am done reading this out loud, the Secretary is going to poll the entire board. The question that you are being asked is, have you and do you agree to all four documents? Those are the four that I just went over, including the Code of Ethics that I am just about to read right now. I'll be asking all of you to say "I agree" at the end verbally. Therefore, the preamble is as follows [reads]. Mission [reads]. The Board of Directors Code of Ethics [reads]. At this time, Rachel Anger will ask for affirmative, "I agree" from all of you in regards to the four documents. **Anger:** Thank you. Richard Mastin. **Mastin:** I agree. **Anger:** Russell Webb. **Webb:** I agree. **Anger:** Rachel Anger, I agree. Kathy Calhoun. **Calhoun:** I agree. **Anger:** Sharon Roy. **Roy:** I agree. **Anger:** Pam Moser. **Moser:** I agree. **Anger:** Paula Noble. **Noble:** I agree. **Anger:** John Colilla. **Colilla:** I agree. **Anger:** Michael Shelton. **Shelton:** I agree. **Anger:** Cathy Dunham. **Dunham:** I agree. **Anger:** Kenny Currle. **Currle:** I agree. **Anger:** Yukiko Hayata. **Hayata:** I agree. **Anger:** Pam DelaBar. **DelaBar:** I agree. **Anger:** Marilee Griswold. **Griswold:** I agree. **Anger:** Pauli Huhtaniemi. **Huhtaniemi:** I agree. **Anger:** Carol Krzanowski. **Krzanowski:** I agree. **Anger:** Anne Mathis. **Mathis:** I agree. **Anger:** Darrell Newkirk. **Newkirk:** I so agree. **Mastin:** Thank you Shelly, thank you Rachel.

**(59) DISTRIBUTION AND SIGNING OF BOARD-REQUIRED DOCUMENTS.**

See previous agenda item.



**(60)    VERBAL REPORT OF CONFLICTS OF INTEREST.**

**Mastin:** The next item on our agenda is Verbal Report of Conflicts of Interest. We will go around the room. I'll start from Rachel and I'll be the last one. Rachel? **Anger:** Thank you. I have no conflicts of interest to report. **Mastin:** Pam DelaBar. **DelaBar:** My spouse has an official capacity with an association which would be considered in competition with CFA, and that is FIFe. **Mastin:** Thank you Pam. Darrell Newkirk. **Newkirk:** I have no conflicts, other than people that I mentor. **Mastin:** I don't know that that's a conflict. Is it, Shelly? **Perkins:** Mentor within CFA? **Newkirk:** Judging Program mentor. **Perkins:** I don't see that as a conflict. **Mastin:** Pam DelaBar. **DelaBar:** I forgot to also mention that I'm an officer of the CFA Foundation. **Mastin:** Carol. **Krzanowski:** I'm on the board of the CFA Foundation but I don't view it as a conflict. **Mastin:** Thank you. Kenny. **Currle:** No conflicts. **Mastin:** Anne. **Mathis:** No conflicts. **Mastin:** Cathy. **Dunham:** No conflicts. **Mastin:** Paula. **Noble:** No conflicts. **Mastin:** Yukiko. **Hayata:** No conflicts. **Mastin:** Pam Moser. **Moser:** No conflicts. **Mastin:** Mike. **Shelton:** My wife is a judge with another association and she is also on the board of the CFA Foundation. **Mastin:** Thank you. Matthew. **Wong:** No conflicts. **Mastin:** Sharon. **Roy:** No conflicts. **Mastin:** John. **Colilla:** No conflicts. **Mastin:** Pauli. **Huhtaniemi:** No conflicts. **Mastin:** Carol. I'm sorry, I haven't had my coffee. **Calhoun:** Kathy Calhoun is on the board of EveryCat and CFA Foundation. **Mastin:** Thank you Kathy, and my apologies. Russell. **Webb:** No conflicts. **Mastin:** I do have a conflict. My youngest daughter assists Central Office on payroll every two weeks. I do not know what the dollar amount is. Allene, can you report what that amount is that you pay her? **Tartaglia:** About \$125 every week. **Mastin:** Every processing. OK, thank you.

(61) **RATIFICATION OF COMMITTEE APPOINTMENTS.**

**2023-2024 CFA Committee Appointments**

<b>Committee</b>	<b>Chair/Sub-committee Chair</b>	<b>Co/Vice Chair</b>	<b>Board Liaison</b>	<b>email</b>
<b>Agility</b>	Jill Archibald	Nikki Feniak	Sharon Roy	Jellyb1083@aol.com
<b>Ambassador</b>	Karen Lane		Kenny Currle	karenllane@comcast.net
<b>Annual Meeting Site Selection Challenges</b>	Cathy Dunham			Cathy.dunham0@gmail.com
<b>Audit Committee</b>	Kathy Calhoun			Calhounkathy38@gmail.com
<b>Awards Committee</b>	Cathy Dunham			Cathy.dunham0@gmail.com
<b>Breeder Education</b>	Carissa Altschul		Marilee Griswold	Carissa_altschul@hotmail.com
<b>Breeds and Standards</b>	Annette Wilson		Darrell Newkirk	arwilson@prodigy.net
<b>Budget</b>	Kathy Calhoun			Calhounkathy38@gmail.com
<b>Bylaws</b>	Cyndy Byrd		Marilee Griswold	cbyrdcfa@gmail.com
<b>Clerking Program</b>	Bethany Colilla	Ronna Colilla	John Colilla	believerscattery@gmail.com
<b>Clerking Advocate</b>	John Hiemstra			<a href="mailto:cfaclerkadv@gmail.com">cfaclerkadv@gmail.com</a>
<b>Club Membership</b>	Carol Krzanowski			<a href="mailto:Carol.cfa@gmail.com">Carol.cfa@gmail.com</a>
<b>Community Outreach and Education</b>	Pending			
<b>Corporate Sponsorship</b>	Kathy Calhoun			Calhounkathy38@gmail.com
<b>United States</b>	Jodell Raymond			Jodell1@rochester.rr.com
<b>Europe</b>	Pauli Huhtaniemi			Pauli.huhtaniemi@gmail.com
<b>China</b>	Agnes Sun			
<b>COVID Advisory</b>	George Eigenhauser		Marilee Griswold	geigenhauser@allmail.net
<b>Credentials</b>	Nancy Dodds		Rachel Anger	<a href="mailto:fenwaynd@earthlink.net">fenwaynd@earthlink.net</a>
<b>Diversity &amp; Inclusion</b>	Kathy Calhoun			Calhounkathy38@gmail.com
<b>Executive Committee</b>	Four Officers & Kenny Currle			rmastin@billgrays.com
<b>Experimental Formats</b>	Sharon Roy			sharonroy@grolen.com

<b>Committee</b>	<b>Chair/Sub-committee Chair</b>	<b>Co/Vice Chair</b>	<b>Board Liaison</b>	<b>email</b>
<b>Finance – Show Sponsorship</b>	Rich Mastin			rmastin@billgrays.com
<b>HHP Advisory</b>	Jenny Wickle		Rachel Anger	jwteacher02@gmail.com
<b>International Division</b>	Kathy Calhoun	Matthew Wong		calhounkathy38@gmail.com
<b>China</b>	John Colilla	Wain Harding		jrcolilla@sbcglobal.net
<b>Asia (outside of China)</b>	Robert Zenda			zendabob1@cs.com
<b>AWA</b>	Jan Rogers			Travelcatz15@gmail.com
<b>CSA</b>	Brad Newcomb			Newbrad756@gmail.com
<b>International Show East</b>	Mark Hannon	Ed Raymond	Rich Mastin	markh_@yahoo.com ed.raymond@thomsonreuters.com
<b>International Show West Exploratory</b>	Ed Raymond	Pam Moser		ed.raymond@thomsonreuters.com
<b>IT System Optimization</b>	Tim Schreck	James Simbro	Rich Mastin	tschreck2003@yahoo.com
<b>Entry Clerk Program</b>	Cathy Dunham			cathy.dunham0@gmail.com
<b>Master Clerk Program</b>	Paula Noble			Angel_09_96@yahoo.com
<b>Show Technology</b>	Cathy Dunham			cathy.dunham0@gmail.com
<b>Show Entry Automation</b>	James Simbro			<a href="mailto:jsimbro@cfa.org">jsimbro@cfa.org</a>
<b>Statistical Analysis</b>	Dick Kallmeyer			rhkallme@ix.netcom.com
<b>System Update (CSU 2022) &amp; Website Compatibility</b>	James Simbro			jsimbro@cfa.org
<b>Judging Program</b>	Russell Webb	Vicki Nye		<a href="mailto:Whiteweb00@aol.com">Whiteweb00@aol.com</a>
<b>Junior Fanciers</b>	Sheri Shaffer	Albert Sweitzer	Anne Mathis	Sherilyn.shaffer@pchas.org
<b>Legislation Committee and Legislative Group</b>	George Eigenhauser		Anne Mathis	geigenhauser@allmail.net
<b>Marketing</b>	Mark Hannon	Melanie Morgan	Rich Mastin	<a href="mailto:markh_@yahoo.com">markh_@yahoo.com</a> <a href="mailto:emau@emaucats.com">emau@emaucats.com</a>
<b>New Exhibitors</b>	Leslie Ann Carr	Jodell Raymond	Carol Krzanowski	<a href="mailto:elseas@aol.com">elseas@aol.com</a>

<b>Committee</b>	<b>Chair/Sub-committee Chair</b>	<b>Co/Vice Chair</b>	<b>Board Liaison</b>	<b>email</b>
<b>Protests</b>	George Eigenhauser		Mike Shelton	geigenhauser@allmail.net
<b>Publications</b>	Mark Hannon		Carol Krzanowski	markh_@yahoo.com
<b>Regional Incorporation</b>	Kathy Calhoun			calhounkathy38@gmail.com
<b>Scientific Advisory</b>	Roger Brown		Cathy Dunham	dotsrnb@aol.com
<b>Show Rules</b>	Ed Raymond		Carol Krzanowski	ed.raymond@thomsonreuters.com
<b>Show Scheduling (Domestic)</b>	Pam Moser	Mary Auth		Bp.moser@comcast.net
<b>Special Investigation Committee</b>	Cathy Dunham			cathy.dunham0@gmail.com
<b>Virtual Cat Competition</b>	Nancy Kerr		Marilee Griswold	
<b>CFA Non-Committee Appointments</b>				
<b>Legal Counsel – Parliamentary</b>	Shelly Perkins			shelly@perklegal.com
<b>Board Meeting Notes</b>	Pam DelaBar			satltc1@aol.com
<b>Board Ombudsperson</b>	Sharon Roy			sharonroy@grolen.com
<b>Ombudsperson</b>	Ed Raymond		Sharon Roy	elraymondjr@gmail.com
<b>Affiliates</b>				
<b>Animal Welfare/Breeder Assist/Food Pantry/Breed Rescue</b>	Charlene Campbell		Pam DelaBar	jcampb4244@aol.com
<b>CFA Foundation</b>	Don Williams		Carol Krzanowski	williamsdj2@aol.com
<b>EveryCat Health Foundation</b>	Vickie Fisher		Kathy Calhoun	vfisher@everycat.org
<b>Show Promotion</b>	Mike Altschul		Pam Moser	twomikea@yahoo.com
<b>World Cat Congress</b>				
<b>Delegate</b>	Rachel Anger			<a href="mailto:camberwel@aol.com">camberwel@aol.com</a>
<b>Advisor</b>	Pam DelaBar			Satltc1@aol.com

**Mastin:** The next item on the agenda is Ratification of Committee Appointments.  
**Newkirk:** I would like to make a motion on the Judging Program Committee that Russell Webb is the Chair and Vicki Nye be listed as Co-Chair, not Vice Chair. **Webb:** I'll second. **Mastin:**

Discussion? Questions? **Currle:** I think that would benefit the Committee to have equal people involved with this, so I support the motion that he just brought up. **Mastin:** Any other questions or comments? Any other items? **Newkirk:** Are we going to handle this first, because I've got another question. **Mastin:** Go ahead. **Newkirk:** Do you want the other question before we dispose of the motion? **Mastin:** That's a good point. Any objections to this motion? Seeing no objections, that motion passes unanimously.

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

**Newkirk:** Thank you. **Mastin:** Thank you. Next? **Newkirk:** I have no objection to Allene, so this is nothing personal, OK? But Allene sits in our board meetings but she is not a board member and you have her listed as the board liaison for two or three of these committees. **Mastin:** Correct. **Newkirk:** She is not a board member. **Mastin:** Correct. Not that it's right or wrong, but it's the way it has been done prior to me being the President. She brings forth whatever her recommendations and suggestions are from the committees, and then somebody else makes an appointment. I don't know how long it has been going on. Darrell, I think you had her for Central Office, Mark probably did it and I don't know previous to that. Pam, you would know. **DelaBar:** Yes. **Mastin:** We have to have a voice, a direct voice, and she is involved in these. The same thing with James. He is the board liaison for the System Optimization Committee. Having a board member who is not directly involved, I think it makes it difficult as being the board liaison. I can assign a board liaison, but I don't know how helpful that will be. **Newkirk:** Just because we've always done it that way. As you say, I'm probably guilty, too. **Mastin:** Doesn't mean it's right. **Newkirk:** As we found out when we vote to relicense judges, the old way we had been doing it was in conflict with New York not-for-profit corporate law. **Mastin:** Correct. **Newkirk:** So, Allene does a beautiful job. I compliment her every time I see her on the wonderful job she does, but I just – board liaisons are usually board members. **Perkins:** I agree. However, if you just want to name the board liaison as any person, you can continue as you always have and that one person after they make their statement can make the motion. **Mastin:** OK. So, we need to – **Perkins:** It makes sense to either have the – **Newkirk:** So, I don't want to cause a delay here. I don't want us to go into closed session, because I think the board goes into closed session way too many times, but why can't you just send us an email if you're going to appoint a board member to be the liaison to these. **Mastin:** So, you are in agreement we can appoint it as is, and then I will send out notification within the week of who will replace James and Allene as board liaisons? **Newkirk:** I'm fine with that. **Mastin:** OK, let's do that then. **Newkirk:** OK.

**DelaBar:** Through the Chair to Kathy, I'm a bit concerned about having two people on your committee for the ID who really have no experience in the areas that you want them to work. **Calhoun:** Be specific. **DelaBar:** I would prefer not to use names when we come up to this. It's for AWA and CSA. **Calhoun:** Well, I appreciate your input. We do want new people to participate in our committees, and those new people will be shepherded by the chair and the co-chair, so I don't see that as being a problem. **DelaBar:** OK. **Calhoun:** One of the things, and most of the committees that I'm involved with, we try to bring on new people, we try to bring on people of a younger generation than myself. I think it's important for the long-term success of CFA to bring people along. The roles are probably not as active as some of the others, so there will be opportunities to mentor. We meet every month and we talk about the activities of the ID, so I don't see this as a problem. **DelaBar:** OK. It's your committee. **Calhoun:** Yes, thank you.

**Currle:** I agree with Kathy. They both do have experience. The AWA individual is a good choice and the CSA choice is also good. He has been in contact – when I was in charge of that committee, he has been in contact with people in that specific area. I got some proposals I'll throw to Kathy with some thoughts that I've got, but I think those two were good choices.

**Mastin:** Kenny, a question from me to you. Was Kathy's appointment for CSA on your committee? **Currle:** AWA/CSA was something we changed from – I can't even remember the name because they hated it, but it incorporated Asia/West Africa and Central/South America. Up until the point where I resigned, they left it unchecked. She has yet filled those roles with two people. I think it's a wonderful idea, I really do, and I think they will both do very well for you, but I will certainly contribute, based on my experience. **Mastin:** Kathy, any other additional comments? **Calhoun:** None. **Mastin:** OK. Anybody else have any additional comments on what Pam DelaBar brought up?

**Newkirk:** Can I make a motion to ratify the appointments as listed, with the one correction? **Mastin:** Yes. I just wanted to find out if there was any additional questions or comments on the appointments listed. OK, Darrell, we have your motion. **Anger:** Rachel seconds. **Mastin:** Rachel seconded. Any objections? Seeing no objection, the motion passes unanimously.

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

**Mastin:** Thank you.

**(62) NEW BUSINESS/OLD BUSINESS.**

**(a) Motion from New Club Report.**

[**Secretary's Note:** The following transcript also appears at the end of the original presentation in the New Club Report.]

*After discussion on this subject at Thursday's Board meeting, I am submitting the Motion below to be discussed and voted upon under New Business/Old Business at Sunday's Board Meeting.*

**MOTION** made by Krzanowski: *If a club applicant wishes to make changes to the application after it has been pre-noticed to the CFA community, the application shall be withdrawn so that it can be corrected and presented at the next available Board meeting.*

**RATIONALE:** *While most club applications are final at the time of pre-noticing, there may be occasions when late changes are needed in order to correct errors and/or add important information. This motion will enable club applicants to make such changes so that the Board will always have the most current document for review.*

**Mastin:** New Business, right? **Anger:** New Business. **Mastin:** OK, New Business. I believe we have one item. It was a pre-noticed motion from Carol Krzanowski. **Krzanowski:** Yes. We had a lively discussion at Thursday's board meeting about changes that are made to club applications after the club has been pre-noticed, so based on that discussion I am presenting a motion today [reads]. My rationale is, [reads]. **Newkirk:** Second. **Mastin:** Motion made by Carol, the second by Darrell. Questions or comments? **Newkirk:** I think this is an excellent solution to the problem. If they want to make a change and it has already been noticed, they have to pull it and then submit it and be pre-noticed the way it should be. **Mastin:** Any additional questions or comments? Carol, do you have any additional questions or comments? **Krzanowski:** I have nothing further to add. **Mastin:** OK. Any objections to the motion? Seeing no objection, the motion passes unanimously.

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

**Mastin:** Do we have any New Business that was not pre-noticed? Any Old Business?

**(63) BOARD MEETING SCHEDULE.**

**Mastin:** Do we want to review the board meeting schedule? Any questions? **Moser:** I'm just thinking that maybe it would be beneficial for the new people on the board that Shelly repeat the situation when we're voting to abstain. I think that would be beneficial. **Mastin:** OK. Why don't we do that right after we review the schedule. That's a great suggestion. Shelly, did you hear that? **Perkins:** Yes.

**CFA Board of Directors Meeting Schedule  
July 2023 – July 2024**

- *July 11, 2023, Emergency only - 7:00 pm Eastern via Zoom*
- August 1, 2023 - 7:00 pm Eastern via Zoom
- *September 5, 2023, Emergency only - 7:00 pm Eastern via Zoom*
- October 16 & 17, 2023 – 9:00 am Eastern both days after the International Show in Cleveland Ohio at the Crowne Plaza Cleveland Airport
- *November 14, 2023, Emergency only - 7:00 pm Eastern via Zoom*
- December 5, 2023 – 7:00 pm Eastern via Zoom
- *January 2, 2024, Emergency only – 7:00 pm Eastern via Zoom*
- February 3 & 4, 2024 – 10:00 am Eastern (both days) via Zoom
- *March 5, 2024, Emergency only - 7:00 pm Eastern via Zoom*
- March 19, 2024 – 7:00 pm Eastern via Zoom for Budget Committee 2024-2025 Annual Budget Review (optional)
- April 2, 2024 - 7:00 pm Eastern via Zoom
- *May 7, 2024, Emergency only - 7:00 pm Eastern via Zoom*
- *May 14, 2024, Emergency only - 7:00 pm Eastern via Zoom for Special Investigation Committee review of 2023-2024 End of Show Season Concerns*
- June 27 & 30, 2024 - 9:00 am Central both days at the Annual Meeting in Coralville Iowa at Coralville Marriott Hotel & Conference Center
- *July 9, 2024, Emergency only - 7:00 pm Eastern via Zoom*

*Tuesday evening meetings begin at 7:00 pm Eastern, with the intent to adjourn by 11:59 pm Eastern.*



*Emergency meetings will occur for emergencies that cannot wait until the next regularly scheduled meeting.*

*All motions submitted online at least 14-hours prior to the meeting after the conclusion of the Annual Delegate Meeting and at least 24-hours prior to all other meetings will be accepted as pre-noticed.*

*Unable to attend contact Secretary Rachel Anger at [camberwel@aol.com](mailto:camberwel@aol.com) / President Rich Mastin at [rmastin@cfa.org](mailto:rmastin@cfa.org) / 585-455-7089.*

**Mastin:** OK. Any questions or comments on the schedule? Added to the schedule is May 14<sup>th</sup>. This was requested by the Special Investigations Committee Chair and others, so that is an addition. March 19<sup>th</sup> was confirmed by our Treasurer. This is the Zoom meeting for Budget Committee review for the new 2024-2025 show season. I think it has been optional, but most everyone attends that meeting, correct? **Calhoun:** It is optional. **Mastin:** Yes. I'm just pointing that out. I do want to point out that emergency meetings are for emergencies only. That means the house is burning down and we need to tend to it. We did not have one emergency meeting last year. Congratulations to all the board members for being planned and organized, and dealing with matters during regular scheduled business meetings. So, I want to thank you and I hope you thank each other for doing that. A reminder, especially to the new board members. I want to draw your attention to October 16/17, 2023. The board meeting is immediately after the conclusion of the International Show. The 16<sup>th</sup> and 17<sup>th</sup> is Monday and Tuesday. June 27-30, June 27<sup>th</sup> is a Thursday, the 30<sup>th</sup> is a Sunday. That is in Coralville, Iowa at the Marriott. All motions that are not presented at the time the board reports are submitted to Rachel, they are welcome; however, you have 24 hours. They have to be submitted at least 24 hours to meet the pre-noticed motion requirement. The reason why I point this out, pre-noticed motions in order to pass require greater than 50%. Motions not pre-noticed before the 24 hours requires 2/3. If you are unable to attend, please contact Rachel or myself. If there's any other questions, motion to accept the schedule? **Newkirk:** So moved. **DelaBar:** Second. **Mastin:** Thank you. Any objections? Seeing no objections, the schedule passes unanimously.

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

**Mastin:** Thank you.

**Mastin:** Pam Moser, I want to go back to your recommendation because that's very valid and it's important. Shelly? **Perkins:** I did send out an email to everyone outlining the procedure for voting and the count of having to have a quorum. Do you want me to go over that again? Is that what you're asking? **Moser:** Just about the absentee. **Mastin:** It's probably important. It allows people for questions, but everyone in the audience and for the record. **Perkins:** Alright. I'll just go over it, because it was sent by email and so it would be good to have it be part of the record for this meeting.

*Good day to returning board members and welcome to new board members!*

*As we start a new year, I have taken a few minutes to put together a few parliamentary rules that will help the meetings run smoothly.*

1. *Rules: The board uses Democratic Rules of Order as parliamentary procedure. See the attached summary and flow chart!*

**Perkins:** We are going to use the democratic rules of order. You should have received a summary of the rules and maybe a flow chart. Those will be the rules that we're going to follow for all meetings.

2. *Meeting Quorum: The board requires a quorum to engage in a board meeting. The quorum is defined as **10 board members** in our Bylaws. The quorum must remain for the entire meeting.*

**Perkins:** Now, in order to have an actual meeting at any time, we have to have a quorum. The bylaws state that a quorum is 10 members, and so if our meeting – if people got up and left and we didn't have 10 members, the meeting would cease. At all times we have to have 10 board members inside the meeting, whether it's by Zoom or in person, for the meeting to happen.

3. *Motion Quorum: On each motion, a quorum of votes is also required. In other words, **10 valid votes** must be cast on each motion for the motion to pass. Valid votes are those cast as Yes/No/Abstain due to conflict.*

**Perkins:** The next issue is the motion quorum. This is different than the meeting quorum, and that means that on every motion we actually have to have 10 valid votes. A valid vote is yes, no or abstain due to conflict. That's different than Robert's Rules, by the way. Just so you know, if you are all used to only counting the yes or no's, New York law passed a rule that said if you abstain due to conflict, that should be counted for quorum because it's not your fault that you had to abstain, or the meeting's fault. So, we are at 10 valid votes on each motion for the motion to pass, so if you had a whole bunch of abstains that weren't due to conflict, then the motion would essentially not pass if you didn't have at least 10 total votes.

4. *Motion Passage: Passage requires **more than 50%** or **2/3** of votes cast only **yes or no**, depending on the type or status of a motion.*
  - a. *Pre-noticed motions are those motions provided to the full board 24 hours in advance (14 hours for those motions pre-noticed before the Sunday board meeting associated with the Annual). Pre-noticed motions require in general **more than 50%** of valid yes/no votes cast, but may require **2/3** if required by the bylaws on certain motions.*
  - b. *Motions not pre-noticed require **2/3** of the valid yes/no votes cast.*
  - c. *Motions involving a discipline/guilt require **2/3** of the valid yes/no votes cast.*

**Perkins:** For motion passage, that's different than the actual quorum that you need. Now we're just going to look at all the votes that were actually cast for the passage, and it's just yes or no. So, we had to have that threshold of 10 total votes between absentee or yes or no to meet the quorum, but this is different.

5. Abstentions.

- a. *Unless there is good reason not to vote, all Board members should vote on all motions. Your supporting member clubs have sought you to represent them in voting and taking positions that support CFA. Board members have the duty to serve the interests of all of the members and CFA as outlined in the Board of Director's Oath. What is more, by law, each individual Board member owes a fiduciary duty to the association to act in good faith, in a manner the board member believes to be in best interests of the association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.*
- b. *At times, Board members may be reluctant to get involved with controversial issues and may use an abstention as a way to stay out of the proverbial fire. Of course, if a conflict of interest exists vis-à-vis one or more Board members, such use of an abstention is warranted. However, if no such conflict exists, the members expect their elected Board members to make a decision that is in the best interests of the CFA, as a whole. If one or more directors abstain simply to avoid making a decision on the record, they could be considered to not fulfilling their fiduciary duty. Of note, a Board member's refusal to vote is, in effect, a declaration that they consent with the majority of the quorum.*
- c. *Although it is the duty of every Board member who has an opinion on a motion to express it by a vote, the Board member can abstain, since the Board member cannot be compelled to vote.*

**Perkins:** If you have a motion and 11 people vote for example, and one was an abstain due to conflict and the other is 5 to 5, that won't be more than 50%, because all we are going to count is the yes or no for actually passing of the motions. **Newkirk:** Can you clarify, because you have "abstain with a conflict" and "abstain without a conflict". Are you saying abstain without a conflict doesn't count? **Perkins:** No. **Newkirk:** OK. **Perkins:** Nope. That's New York law. Yes or no is all we count. In our minutes we will record abstains which aren't due to conflict, we will record abstains due to conflict, but in terms of passing a motion it's just the yes and the no, and so as long as we have met our threshold number of votes, it's just yes and no.

**Mastin:** Shelly, can I just add to that? Let me give you an example. We have 18 board members that have a right to vote. We're required to have 10 board members present at all times during every motion to meet the requirement of a quorum. If 9 board members abstain, the motion fails or is dead because we no longer have a quorum. So, it's very important that we exercise our right to vote yes or no and only abstain on conflict of interest. We're sent here by our delegation to do the business that needs to be done – yes or no. Some of them are difficult to respond to and you want to be in the middle, but abstaining to a point where we have more abstentions than yes and no votes, we can't conduct business. That's why it was important on

Friday that we met 265 votes during the delegate meeting or we no longer had a quorum. Now, if we had 264 [voting] and 2 delegates stood up and said, “I have a conflict on the motion”, it will count towards the quorum, so now we have 266. So, I just wanted to share that with everybody so everybody understood how this works. **Perkins:** And I want to clarify one thing. If the members are still in the room and they chose not to vote, that still counts towards the quorum for the meeting but there’s a different quorum for meetings than there is for the motions, OK? So, as long as we always have 10 board members sitting in this room, whether they are voting or not, we have a quorum to keep going with our meeting. On every motion we actually have to have 10 valid votes or the motion itself is dead, OK? So, going back to abstentions, I just want to be clear. You don’t have to vote. You are allowed to abstain for any reason you want. No one can force you to vote yes or no on every motion when you don’t have a conflict. That’s a board member’s prerogative to not vote on something if they don’t want to. However, it could be construed as not fulfilling your fiduciary duty. You should be voting, and that’s what I am here to encourage you to do. If you’re going to be a board member, you should be voting. You shouldn’t be abstaining because you don’t want to hurt someone’s feelings. I think I wrote that out here. Sometimes it can be very difficult. You’re voting against something that affects a friend. That doesn’t necessarily make a conflict of interest, but it may hurt your heart, OK? It may be difficult and sometimes people abstain, but the abstention should be used rarely and almost always should really just be for a valid conflict of interest.

6. *Recusal/Abstaining for Conflict. Finally, Board members owe a duty of undivided loyalty to the association, and may not make decisions that benefit their own interests at the expense of the association and its members (i.e., conflict of interest). The duty of loyalty involves not only the duty to avoid conflicts of interest, but requires full disclosure of any interests potentially adverse to the association. When such a conflict of interest exists, a board member must recuse themselves from participation in a particular matter. In other words, the board member cannot vote on the action (i.e., abstain) and should, if the conflict warrants, remove themselves from the meeting when the conflict issue comes up for discussion.*

a. *When abstaining, please note that your abstention was due to conflict. Abstentions for conflict will be noted in the minutes separately from those other abstentions. When abstaining for conflict please state briefly the nature of the conflict.*

**Perkins:** You can choose not to vote and no one is going to shame you if you say “abstain” and you don’t say “abstain for conflict”, OK? But if you do abstain for conflict, you need to make an announcement what that conflict is. Our conflicts need to be out loud, so if you say “abstain due to conflict”, then you should say, “because my wife is in another association as a judge” or whatever it is. It doesn’t need to be a longwinded explanation of your conflict. Half a sentence or less is usually good enough for abstaining due to conflict.

*Please let me know if you have any questions or concerns.*

**Perkins:** Did that answer all the questions, Pam? **Moser:** Yes. **Perkins:** OK. **Mastin:** Any other questions or comments?

\* \* \* \* \*

**Mastin:** We don't have anything else on the agenda. It's 9:35. Now what do you want to do? This says we go to 11. The meeting is adjourned.

The open session meeting was adjourned at 9:35 a.m. Mountain Standard Time.

*Respectfully Submitted,  
Rachel Anger, Secretary*

**(64) DISCIPLINARY HEARINGS AND SUSPENSIONS.**

**Disciplinary Hearings And Suspensions:** Cases that have been reviewed by the Protest Committee and for which a recommendation was presented to the Board. The following case was heard, a tentative decision was rendered, timely notice was given to the parties, and no appeal and/or appeal fee was filed. Therefore, final disposition is as follows:

**23-009-0329 CFA v. Ratanaprasert, Kultharin**

***Violation of Show Rule 1.01***

***Guilty.*** The board has imposed the following disciplinary action: (1) a 6 month suspension of all CFA services and a \$500 fine payable within 30 days. If the fine is not paid prior to the end of the suspension period, the suspension will continue until the fine is paid in full; (2) CFA shall void all points, wins, titles, and awards earned by Lukor-Fold Foster (CFA # 8440-02990816) earned during the 2022-2023 show season. [vote sealed]

**23-013-0501 CFA v. Niu, Stephanie**

***Violation of Show Rules 6.15, 6.18, and 10.23***

***Guilty.*** The board has imposed the following disciplinary action: (1) a one year suspension of all CFA services and a \$1,000 fine payable within 30 days. If the fine is not paid prior to the end of the suspension period, the suspension will continue until the fine is paid in full; (2) CFA shall void all points, wins, titles, and awards earned by Harley Neveskiy Modern (CFA # 3792-02996027) earned during the 2022-2023 show season. [vote sealed]

**Board-Cited Hearing:** The Board may consider any protest filed 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. This case was heard on direct cite by the CFA Executive Board. Timely notice was given to the party, and the matter was heard in open session, at the request of the respondent.

***None.***

**Appeals:** Cases that have been reviewed by the Protest Committee and for which a recommendation was presented to and heard by the Board, a tentative decision was rendered, timely notice was given to the party, an appeal and/or appeal fee was timely filed, and the appeal was heard by the Board of Directors. Therefore, final disposition is as follows:

***None.***