

**UNITED TAXIDERMIST ASSOCIATION  
GENERAL MEETING**

**MINUTES  
SEPTEMBER 23, 2020**

Call to Order 1:00 MST  
Roll Call

**TIM STIDHAM**  
Gail Tout

<b>PRESENT</b>	<b>ABSENT</b>	<b>GUEST</b>
Tim Stidham Chairman		Garland Lessley
Bob Prewitt Vice Chairman		
Gail Tout, Secretary		
John Jennings, Treasurer		
Rustin Brooks, Director		
Shawn Hackworth, Director		
Craig Lewis, Director		
Bubba Botts, Director		

Approve Agenda with changes  
MOTION: Craig  
SECONDED: Rustin  
MOTION PASSED

Tim

Consent Agenda  
Approve August 19, 2020 BOD Meeting Minutes  
Ratify Checks from Treasurer's Report  
CWD – No Report  
Be Bear Aware – No Report

Tim

MOTION to Approve Consent Agenda: Craig  
SECONDED: Bubba  
MOTION PASSED

Chairperson's Comments

Tim

We have had changes to the BOD. We now need a NW Director due to Jacob's resignation. We also need a Member at large. Covid has created a new world. We have to adjust to it. Due to our benefactors we are able to continue.

**REPORTS**

Treasurer's Report  
REPORT SENT PREVIOUSLY \$24 664

John Jennings

Web site  
No report

John

Marketing Committee  
No report

John

Artisan Calendar Committee  
Possibly use kids seminars.

Bob

DIRECTIVE: Gail to put ARTISAN CALENDAR SUBJECT on the agenda for the next meeting.

Membership Committee  
Sent out new memberships and corrected one.

Gail

## Artisan Award Committee

Rustin

Things are fine with Tony. The most recent Artisans are perfect and packaged beautifully. Tony will be sending 2 each month which should get us set up for the Spring. Tony will send the invoice directly to Susan for payment. Rustin will send an e-mail when Artisans are received in good shape.

## Regional Seminars

BOD

Blue gill seminar with Bubba. Not a good idea to have a seminar during a hurricane! Storm went right over him. The power was out and then the water went out. Theory of color seminar went well but things got hot! Moved into the house in the living room. The hotels didn't have power, so all the students stayed at his house! 15 people! The workshop went on and everyone reported that it was a great seminar!

**DIRECTIVE: Place this on Facebook!**

Only one of the 3 people unable to attend wants a refund! John suggests that we refund all 3. Next seminar will be non-refundable. Craig suggests that all 3 are given the option of a refund or a credit towards another semint.

MOTION: Craig to offer a refund to all .

Second: Bob

MOTION PASSED

## Regional Seminars

Can be a small group. It can be in a small shop. Please be thinking about what you can do.

Rustin didn't get to the Nebraska meeting. Will discuss it with the Nebraska group. Tim suggested Kranau would be good. He will report back.

## Election Results

Gail

**Tim Stidham Director LMW  
Shawn Hackworth Director UMW  
Rustin Brooks Member at Large**

## Review previous Directives

Directive: Gail to post annual meeting on Facebook.

**DIRECTIVE: Rustin to check with Tony on flow of Artisans**

Directive: Bob to explore a committee to pick the topic for the next Calendar

**DIRECTIVE: Gail to place Craig's discussion of Articles I-III on the September agenda.**

## NEW BUSINESS

BOD officer Elections: Chair, Vice Chair, Secretary, Treasurer Gail  
A MOTION WAS MADE BY: Craig To elect Tim Stidham for a one year term as chairman

**SECONDED BY: Rustin  
MOTION PASSED**

**A MOTION WAS MADE BY: Tim To elect Rustin Brooks for a 2 year term as Vice  
Chairman**

**SECONDED BY: Bob  
MOTION PASSED**

**A MOTION WAS MADE BY: Tim To elect Gail Tout for a one year term as Secretary**

**SECONDED BY: Bob  
MOTION PASSED**

**A MOTION WAS MADE BY: Bob To elect Bob Prewitt for a one year term as Treasurer**

**SECONDED BY: Rustin  
MOTION PASSED**

**BOD Vacancy**

**Tim**

NW Region due to Jacob's resignation. We don't want to be in a hurry. We need to be sure they are aware of the requirements and expectations. There are several people out there. Input from Craig would be appreciated. We should leave the position vacant for a few months. Any suggestions would be appreciated.

**Review the Code of Conduct**

**Tim**

All up to date. Must be submitted once a year after the annual meeting.

**Review By-Laws Articles 1-3**

**Craig**

Some general information regarding Bylaws for UTA Board meeting 9/23/20  
Bylaws outline the structure of an organization and are governed by the statutes of the State where the organization is organized. Individual State rules regarding corporations are frequently different and should be consulted when organizing a business. The UTA is a Not for Profit organization. There are many types. The most common and understood is a 501 ( c ) 3. This designates a charitable organization where a donor can recover donations on annual tax filings. The UTA is a 501 ( c ) 6 which is a fraternal organization and does not provide for recovering donations on annual tax filings.

In general, Bylaws establish and protect the rights, and specify the duties and responsibilities of an organization's members, Board of Directors, executive committee, and others. They determine how those in charge are nominated or elected and they help settle any disputes among parties. Finally, bylaws must be formally adopted and amended as necessary.

**Bylaws vs. Articles of Incorporation.**

Many confuse an organizations bylaws with its Articles of Incorporation. Unlike bylaws, which cover topics such as how the Board of Directors and/or officers are elected, how meetings are conducted and the types and duties of officers, the Articles of Incorporation state the basic outline of the company. Articles of Incorporation generally provide information such as the name/s of those organizing the corporation; the number of shares the corporation can issue if applicable; the names of the corporation's Board of Directors and the location of the corporation. Like Bylaws, Articles of Incorporation vary between corporations, but they do not go into detail about the corporation's operations or structure, which is handled by the company's bylaws. Articles of Incorporation. are filed with the State and generally cost money to amend; bylaws can be amended at no cost by a vote of the Board.

**What Is in the Bylaws?**

Each set of bylaws will be specific to each organization, but the basic components of bylaws are as follows. Keep in mind that each State may alter by adding or subtracting from this list.

- An organizations name, purpose and office(s) location
- Members
- Board of Director(s)
- Committees
- Officers
- Conflict of Interest
- Amending Bylaws
- Other State requirements

#### **Name, Purpose and Office(s)**

The Name should be stated in the Bylaws as should the purpose of the organization. What is the reason for the organization's existence? You should also state specifically where the offices are located.

#### **Members**

This section should detail the various aspects of membership, including the different types of members if any, the membership selection process, members' voting rights, and the procedures for disciplining and/or removing members. If there are no members, state that in this section

#### **Board of Directors**

The Board of Directors is the primary governing body of an organization. This section should discuss the composition of the Board, which may be a specific number of directors or a maximum or minimum amount of directors. Also, discuss how vacancies are filled, whether they are filled by the Board itself or by the membership. Finally, the bylaws should specify the qualifications for serving as a director, and the duties of directors, the length of a director's term, and the possible classes (if any) in which they are elected.

#### **Committees**

Detail any special committees in this section, including their formation, how they are appointed and their specific duties. The roles and responsibilities of the "Executive Committee" (if any) which usually makes recommendations to the Board should also be discussed. Some other common committees are an Audit Committee, Membership Committee, and Nominating Committee.

#### **Officers**

Officers are members of the Board who perform specific functions on the Board (ie the President/Chairman, Vice President/Vice Chairman, Secretary and Treasurer.) This section should discuss how officers are selected, as well as the duties, powers, and responsibilities of each officer. Also specified in the bylaws are the procedures for removing an officer and filling vacant officer positions. Usually a nominating Committee is outlined in this section (if any) which makes recommendations to the Board. Officer's length of terms is also specified in this part of the Bylaws.

#### **Meetings**

Any annual, regular or special meetings need to be discussed in the Bylaws and be consistent with applicable State statutes which usually direct minimum numbers of meetings. This includes the time and place of the meetings, requirements for notifying the Board, committees, and/or members, attendance stipulations and, most importantly, how many Board members are needed for a quorum. (The number of directors needed to vote on issues at hand).

#### **Conflicts**

It is important that an organization has a Conflict of Interest Provision in their bylaws. This protects them from IRS penalties which may occur if the IRS finds the organization is providing unfair benefits to directors, members, or others. For example a director should not be allowed to vote on a matter in which the director may have a direct financial interest. If a conflict may occur, the director should disclose this conflict immediately in order to be removed from the voting.

#### **Amending the Bylaws**

The bylaws should contain specific rules as to how they can be amended. It should also state who can recommend amendments and how these amendments will be voted upon.

It is important that bylaws are current and accurately represent the organization and its membership. Therefore, bylaws should be revised every 5 years, in order to stay current with the most up to date rules and regulations. Every director and officer should be given a copy of the bylaws and they should be encouraged to read and understand them.

When these were written, other groups had much more detailed by-laws. The UTA wanted to have more flexibility.

Thank you to Craig for this information!

Review the second At-Large Position

Craig

We need to decide what that position will do. The US Territories was to try to include anyone in those areas. The attempt to change this to another at-Large Position. We should search for a person to fill this position. This only a policy change.

**DIRECTIVE:** Gail look for the policy statement for directors.

Discuss Bookkeeper and Web management pay

Tim

We need a Web manager. We can look for a member, member's family member, friend, etc.

John will act as a consultant to help!

Craig suggests we investigate the cost for a manager.

**DIRECTIVE:** Please investigate possibilities for our IT manager.

A HUGE thank you to John for his service!

Committees for the 20-21 Year:

Tim

**MEMBERSHIP-** While it is every BOD's goal to add to our membership, this committee would be in charge of presenting ideas to the board for membership drives and retention. This committee would collaborate with the marketing committee to get the word out via print, web, and Facebook medias.

Many organizations fail because they don't think outside the box. Our members must be included in the organization. The more people working for the organization outside of the BOD the more strength!

**MARKETING-** This committee would be tasked with marketing the UTA to all of the State and Regional events. They would collaborate with the BOD Regional Rep and determine the marketing materials to be sent to the State shows in each region. This team will also be responsible to work with the Rep to get items needed for the events on the web and the Facebook sites.

Bubba reports that all of his region's associations are interested in having a Membership initiative in 2021.

**EXPO CHAIRMAN-** This individual would be the go-to person with everything Expo related. They will not be the one single handedly putting the Expo together, but will be the Expo Manager and contact person. All sub-committees, i.e. Judges, banquet, seminar, etc. would report to the board and the Expo Chair.

Tim suggests Gail to be this chairman. We will have an entire year to get ahead for the 2022 Expo.

**ARTISAN COMMITTEE-** This person will make sure that we have awards for each state as their shows come due and are mailed to each state on time. They will also keep in touch with Tony and follow the invoice and payment tracking.

Possibly send Marketing items along with the Artisans for the shows. These could be included in the show packets.

**SPONSORSHIPS-** Upon the completion of a tiered sponsorship program, this team will work to solicit sponsors for the UTA. I will work to have this completed prior to the meeting. This committee is paramount in generating revenue to our budget.

Perhaps add perks to the sponsorship levels. Possible include a number of vendor tables.

Another possible Committee would be a Nominating committee.

## **FOR THE GOOD OF THE ORDER**

Tim thanks all the BOD for hanging in there. He looks forward to leading the UTA for another year.

Rustin looks forward to this year!

John has had a good 4 years!

Craig comments that the UTA used to have a certificate of training to give to seminar attendees. He wants to encourage us to do this.

**DIRECTIVE:** Gail to send Seminar Certificate copy to Tim

**MOTION TO ADJOURN AT 2:36 PM MST by John**

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The next BOD Conference call is Wednesday, October 21, 2020 at 1:00 PM MST.

### **SUMMARY OF MOTIONS**

**Approve Agenda with changes**

**Tim**

**MOTION: Craig**

**SECONDED: Rustin**

**MOTION PASSED**

**MOTION to Approve Consent Agenda: Craig**

**SECONDED: Bubba**

**MOTION PASSED**

**MOTION: Craig Offer a refund to all Blue Gill registrations that were unable to attend.**

**SECONDED: Bob**

**MOTION PASSED**

**A MOTION WAS MADE BY: Craig To elect Tim Stidham for a one year term as chairman**

**SECONDED BY: Rustin**

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SECONDED BY: Rustin  
MOTION PASSED

MOTION TO ADJOURN AT 2:36 PM MST by John

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SUMMARY OF DIRECTIVES

DIRECTIVE: Gail to put ARTISAN CALENDAR SUBJECT on the agenda for the next meeting.

**DIRECTIVE: Place info about the adventures at the Blue Gill Seminar on Facebook!**

DIRECTIVE: Gail look for the policy statement for directors.

DIRECTIVE: Please investigate possibilities for our IT manager.

DIRECTIVE: Gail to send Seminar Certificate copy to Tim