

GSDCA-Working Dog Association, Inc.
January 12-13, 2007
Board of Directors Meeting
Holiday Inn Airport
Charlotte, North Carolina

Call to Order

The meeting was called to order by President Ken Downing at 7:08: PM

Officers Present

Ken Downing, David Landau, Ginny Altman, Martylou Plinski, Joy Schultz

Directors Present

Joe Barry, LaMar Frederick, Jim York, Richard Agee, Miriam Barkus, David Landau

Directors Absent

Dorothy Linn, Wayne Davis, Hallie McMullen, Tom Mesdag, Rhonda Long, Russ Osburn, and Ex-officio Lew Bunch

Committee Members and Guests

John E. Henkel, Wayne Speaks, Danny J. Spreitler, George Rowland, Donna Agee, Heidi Landau, Alethea C. Munsinger

Welcome

President Ken Downing welcomed members and guests and requested that they sign in the register for the meeting. A quorum was declared.

Minutes

Ken Downing, President announced that there was no quorum and no club business conducted at the annual meeting and therefore no official minutes need approval. There were notes on the information that was disseminated to the members at that time which have been disseminated to the Board.

2006 NASS

Richard Agee, show chair reported on the NASS held at Purina Farms in October 2006.

Richard reported that the survey that was sent out solicited the perception of the attendees and exhibitors. There were 112 surveys that were sent out and most were returned.

Richard provided some background on why the GSDCA-WDA took on the task of putting on the show this year.

Richard said that the GSDCA-WDA had a problem with getting host clubs who would and could do the show and do it correctly. Clubs who have done it successfully were not willing do it again. Other clubs spent considerable time straightening out problems and correcting violations that were incurred. Many Clubs are not sufficiently knowledgeable of the rules or otherwise could not carry out the tasks of doing the show. Then came 911 and now air travel of animals has become a problem. Some airlines will not take animals and owners could not as easily plan for the travel of their animals to some destinations. Some of the WDA clubs may not have the financial ability to financially front the show. Most contracts require 50% non-refundable deposit for a show such as ours. Financial liability for putting on the show is considerable and most clubs would not be able to take this on.

One problem that the WDA has encountered is that we do not have equipment nor the access to the equipment availability such as a club has.

WDA Goals From the onset it has been the goal of WDA to set up an entry process that would implement the rules consistently and fairly. The rules were posted on the website and in the catalog so that everyone would have access to them.

The location at Purina Farms was selected in order that most of the members could drive to the show if the airlines were unable to accommodate dog transportation.

The date should be planned from year to year for consistency in expectations of the members planning for the show. October is a good month because the Sieger Show in Germany is done and the weather would still be reasonably warm.

Richard said that communication with the members is essential and he wanted to be able to communicate with the membership by the use of email and the Hunde-Gram. He made it a priority to have a prompt response to questions by phone and by email.

The catalog is completed in a short time frame and it is essential that the catalog be correct and complete. This can be a complex issue when many of the entries come in during the last few days of the entry period. Richard gave Klaus Holder considerable credit for putting together the catalog so that it was complete and that it also denoted those dogs that are eligible for VA.

Trophies

Bridget Holder did an extraordinary job in getting top quality trophies for the show and Richard thanked her for the considerable work in getting the trophies to the show site.

Profit

Richard estimated that there was approximately a \$30,000 profit from the show overall. The hotel agreements were for 300 rooms and had to be guaranteed. This would have been a considerable liability if the show had not been successful. The profit is a testimony to the fact that, managed properly, the show is a profitable endeavor.

Survey

Richard distributed the compiled results of the show survey.

Some of the comments included criticism of the food vendor who did not expect that the show would be as big as it was in spite of the WDA's contract with him specifying the number of exhibitors.

Rings were smaller than what we would have preferred and Richard is exploring alternatives that would have the possibility of larger rings.

The survey invited comments in many aspects of the show. Some demographic information was also requested—40% had been to either 0 or 1 show. 37% of the respondents had attended 3-5 shows.

Richard reviewed the comments.

2007 Recommendations

Richard informed the Board that Purina will welcome us back. Purina understands that there will need to be some changes. Oct 12-15 has been "penciled in" for 2007. The field on the other side of the main Purina building might work for working dogs. Another possibility is the sheep herding area. Purina could work something out for tenting in those alternate areas. There is no cost to having the show at Purina. The value of the use of the property could be estimated at about \$10,000. This puts those dollars in our treasury.

Judges

Richard recommends two judges not three. The bite work for males and females might need to occur simultaneously.

Helper tryouts

The judges would also like to see us have helper tryouts which would give the judges the option to pick the helpers for males and females. Richard recommended that the WDA develop a procedure for this to work out fairly for all.

Entries

The entries can be mailed with a check or faxed or e-mailed with a credit card. Membership in the WDA must be verified with Joy through the WDA office. The membership requirement applies to US residents and to the owner of the dog. Elbows need to be certified this year in order for a dog to go VA. Exhibitors are accustomed to working through the WDA office. The process that is recommended is that the email entries come to Klaus and to Joy at the same time. Joy would email a response to verify the name of owner and dog and notify them of the conditions of entry.

Release and Hold Harmless

Richard recommended that these documents be signed at the time of check-in. Richard is trying to streamline the check in process. For those dogs that have recently changed hands a bill of sale would be sufficient documentation.

Motion

Richard moved that we plan to go back to Purina with the Dates of October 12-15 and that we negotiate with the hotels used in 2006.

The motion was seconded and adopted unanimously.

Banquet

Joy brought up the question of the location of the banquet. Richard responded that there is a need for a better PA system, which can be done, but other than that there was a favorable response to the area in which the banquet was held.

Host

Southern California and Georgia are two clubs who have indicated interested in hosting a show. The question was raised if a club offered a proposal to host the NASS two to three years out would that proposal be considered. Ken noted that our financial position is not such that the WDA could entertain a proposal and forego the income, if the 2007 show brings in the financial rewards that the 2006 show did.

Site proposals

The question was raised about the criteria that would guide a club to offering a proposal for a potential site. Ken replied that the process could be that a club would notify the GSDCA-WDA Board of a potential site that would meet the needs of the NASS with hotels nearby. The WDA could develop a checklist of items that would be required for a complete proposal to be submitted. The Board would have to agree on the items on the checklist. The Board would then need to let the regional clubs know that they could work with the checklist and submit a proposal for that site if a club was interested in having a NASS in their area.

Joe Barry suggested that the board needs to determine the location of our NASS farther in advance of the show date than is currently being planned. There was general agreement that it would be ideal to plan events farther out but it was recognized that we are making progress in doing this.

Miriam moved that the WDA formally express appreciation to Richard and Donna Agee for their work in putting on the NASS. The motion was adopted unanimously and with applause for a job well done. Richard and Donna expressed appreciation to the members of their club who came out to work as well as members on the WDA Board who assisted.

Saturday, January 13, 2007

The Saturday Session was called to order by President, Ken Downing at 8:12am

Officers Present:

Ken Downing, David Landau, Ginny Altman, Martylou Plinski, Joy Schultz.

Directors Present:

Joe Barry, Miriam Barkus, LaMar Frederick, Jim York, Richard Agee, David Landau

Minutes

The minutes of the July 2006 Board meeting was approved by general consent.

Treasurer Martylou Plinski

Martylou distributed the report of income and balance statements representing the preliminary year-end closure. She noted that there is a \$7.00 discrepancy with the bank which she is resolving with the bank and the amount for the audit and tax return are not posted in proper cost center. Ken Downing noted that our year-end assets are increased in 2006 over the year 2005.

Martylou Plinski explained that the line referencing Platinum Plus refers to our credit card which is used to pay SV and other expenses.

The proposed Budget for 2007 was distributed.

Presidents report Ken Downing

Insurance

The litigation that we have dealt with over the last couple of years was reviewed by Ken Downing . Insurance is necessary to give individuals the confidence to be willing to serve on the Board of Directors. Our insurance company has provided legal representation in the suits which cost our insurance company about \$30,000. Ken received notice that the company was not renewing our insurance but this was negotiated so that we do have D&O insurance today. The GSDCA-WDA used a proactive approach with the renewal of membership this year to implement the arbitration clause which was approved by the Executive Committee. We also need to have the rules of the organization posted so that everyone knows what is public information.

LaMar Frederick explained that at this point it is not "binding arbitration" as that is not permitted in some states. LaMar stated that the Board of Directors may wish to explore "binding arbitration" where possible,

but there was not time to accomplish this for this year's membership renewal and LaMar Frederick did not wish to do that before the Board of Directors had time to consider and approve it. LaMar recommended that for 2008 that the membership renewal agreement include a statement requiring "binding arbitration". Questions were raised as to actions that are possible for the club to take against individuals who bring frivolous lawsuits. LaMar explained that there is a cost associated with that process and that it may be lengthy. Examples were provided to the board by LaMar.

Martylou moved that the Board of Directors ratify the action of the Executive Committee to implement the arbitration clause. The motion was seconded and adopted unanimously.

Club Events

Executive Committee approved Member Club events for July 2006 through June 2007 were read by club and date for the Board at this meeting by Joy Schultz.

Miriam moved that the board ratify the approval of the Member Club events as approved by the

Executive Committee

The motion was seconded and adopted unanimously.

David Landau moved that the Board approve club events and dates for East Coast Working Dog Club, Clackamas Schutzhund Club, and Southern Idaho Working Dog Association as read by Joy. The motion was seconded and adopted unanimously.

Clubs

Three Member Clubs, Central Kentucky Working Dog Club, Clackamas Schutzhund Club, and East Coast Working Dog Club have been approved by the Executive Committee. Joe Barry moved that the board ratify the approval of these clubs. The motion was seconded and adopted unanimously.

Miriam moved to approve the Fairfield County Working German Shepherd Dog Club. The motion was seconded and adopted unanimously.

Resignation

Ken Downing announced that Debbie Hokkanen has submitted her resignation as Region One Director and as a member of the Executive Committee.

Ginny Altman moved that we accept her resignation with regret. The motion was seconded and adopted unanimously.

Executive Committee

David Landau nominated Richard Agee to replace Debbie Hokkanen on the Executive Committee. There were no other nominations and Richard Agee was elected unanimously.

Webmaster

It was with sorrow that Ken Downing announced the untimely death of John McKinney. John served the WDA as Webmaster for many years. Ken asked the board to help in finding a suitable candidate to take on the responsibility of the website.

Danny Spreitler volunteered his help to maintain the Website until a webmaster is designated. Danny volunteered to get information to LaMar to present to the Executive Committee to assist in their search for a Webmaster.

Executive Committee

Ken Downing announced that the Executive Committee adopted two motions which, after Board discussion and amendment, were unanimously adopted by the board as follows: 1) No club shall use the same judge for a show, trial or breed survey until a minimum of one year passes after that event. The Executive Committee also acted to require that: 2) All clubs are required to make public the dates, starting times, and location of all GSDCA-WDA events. This information may be provided on the entry forms, by a posting on the club website, sending e-mails, faxes, or fliers minimally, to all clubs in the region, to all participants, and to all spectators who inquire. No events may commence before the published starting time. Violations of this rule could result in sanctions.

Budget/Finance Ken Downing / Martylou Plinski

Martylou Plinski distributed the proposed budget for 2007. Each of the line items was reviewed by her with rationale offered for the amounts for revenue and expenses.

David Landau moved to add \$150 income at \$5.00 per dog that the WDA receives for the National Championship. The motion was seconded and adopted unanimously.

LaMar Frederick recommended that the projected income for the NASS be reflected as a separate accounting function (enterprise account for the North American Sieger Show) and not be part of the general accounting. He also recommended that the restricted funds not be reflected in the projected

budget even though monies come into the general fund with other monies.

Miriam Barkus suggested that the General Administration expenses would probably increase as would the expenses for Breed Surveys and "a" Stamp.

Ken noted that the approval of the budget will be taken up at the April Board Meeting to allow feedback to the committee to be implemented.

Recess

The meeting was in recess from 10:05 to 10:30 am.

National Events

Mike West has submitted all of the necessary paperwork for the trial and everything is in order for the 2007 National Schutzhund Championship / WUSV Qualification Trial. The dates are April 13-15, 2007 in Princeville, IL.

Legal Affairs-LaMar Frederick

Conflict of Interest

LaMar reviewed the Conflict of Interest Policy with the Board of Directors. There was considerable discussion of the purpose of the Policy and the reasons that the GSDCA-WDA should have such a disclosure for the members serving on the board. The disclosure and awareness certificate, signed by each board member assures that board members do not personally benefit from decisions made by the board. This is to avoid a condition where someone who makes substantial amount of their income from the sport of dogs, who is also on the board and influences the policies of the WDA, could enhance their own interests. There is a way, with advance notice to the Board of Directors, for the BOD to waive the ineligibility to be nominated regarding conflict of interest. The individual may have to disclose a lot of private information to the BOD which could then become public record.

LaMar explained that Colorado law addresses the responsibility of a director of a non-profit corporation. If you make a decision that is of benefit to you then you could be in violation of the statute. Individuals with expertise can serve on committees and advise the Board of Directors. An auditor may not perform the audit without a conflict of interest policy in place. This policy was approved in July and does not need approval again. It was brought for discussion and understanding.

Danny suggested that the Conflict of Interest disclosure option be placed in newsletter.

Legal Affairs

LaMar Frederick announced that for those who sell a dog for \$15 or more are affected by the Magnuson Moss Warranties Act which describes implied warranties and expressed warranties that go with the sale of a dog when a warranty is provided. This is federal law.

This information is shared so that members can become aware of the implications and the protection by federal law of the consumer.

Independent Contractor

The Independent Contractor agreement signed by Joy Schultz was distributed for the board's approval and to authorize an officer's signatures on it. Joe Barry moved that the contract be approved with the amendment of Joy's address. The motion was seconded and adopted with all members voting in the affirmative except Joy Schultz, who abstained.

Bylaws LaMar Frederick

LaMar Frederick made some introductory remarks regarding the revision of the bylaws. The bylaws were originally written to preserve the control of the WDA by the GSDCA. The WDA has evolved over time and has matured as an organization to complement what the GSDCA does but is a wholly separate corporate entity.

LaMar explained that Colorado law has some things to say about non-profit as well as the IRS has rules and regulations regarding operation of non-profit corporations. The bylaws must be consistent with the Colorado law. There is a question of election by majority (as is described in Robert's Rules of Order) vs. plurality. Colorado law provides for the election of all directors by the voting members not the nomination of some persons by outside parties and subsequent appointment by the President. The bylaws proposal substantially complies with Colorado law but will need considerable discussion and additional revision. LaMar anticipates that it may take a year or two to get this revision to be where we want it to be. LaMar Frederick expressed appreciation to Danny Spreitler for his assistance in the work of this draft.

Recess

The Board recessed at 11:49 am for lunch and reconvened at 1:03 pm.

Bylaws

LaMar Frederick re-stated that some of the changes are necessary to be compliant with Colorado law and should not be construed to mean that WDA is separating itself from joint interests with the GSDCA. The structure under Article I, Section 2 will remain the same to reassure the GSDCA that we will remain closely allied. The proposed draft Articles I and II, and IV of the bylaws were reviewed in detail.

Recess

A brief recess was called at 2:00 pm and resumed at 2:12.

LaMar stated that he will re-write the proposed bylaws to reflect election of seven regional directors and to allow for Regional Chairpersons as Standing Committees to be appointed by the board. LaMar expressed concern regarding the process time-line and said that he will call Chris Harder, our Colorado lawyer, for her advice on our next steps regarding elections this year.

LaMar also advised that terms of the Board of Directors should be staggered to avoid the situation arising when on December 31 of a given year, the Board ceases to exist if there are no carry over of members of the Board. The language necessary would be to say, "elected for 2 years or until their replacement is elected and qualified." There also needs to be a definition of a quorum of the Board of Directors stated in the bylaws to assure that the Board is properly convened and business is properly conducted. We need to move to the next phase to get fully compliant with Colorado law.

Recess 3:07

A recess was called at 3:07 pm. The board meeting resumed at 3:22 pm.

GSDCA-WDA Newsletter Jim York

Jim announced that there is a vacancy in the position of Newsletter Editor. Joy Schultz has been doing the work of being editor for the last few months. She is willing to continue to do this. Jim informed the board that she would be reimbursed for her efforts if approved by the board at \$600 per issue with a review after 3 issues. This recommendation of the committee was moved on behalf of the committee by Jim York. The Newsletter would continue to use the same production person and the same printer as we have recently been using. Motion carried unanimously.

Joy moved that Danny be approved as a member of the Newsletter Committee with a responsibility for advertising. The motion was seconded and adopted unanimously.

Judges Program

Ken Downing read a communication from Mike West regarding the Apprentice Judges Program and asking that our judges be recognized for the titles that they award when the dog completes the breed survey in this country.

Richard Agee read a document that says when the breed survey is done in a country other than Germany, the AD requirement is waived, and working titles of foreign countries are recognized, including the USA and Canada. Ken Downing asked David Landau to look into the SV policies and verify this information and to let Ken know immediately so that the Executive Committee can act on it. Miriam asked Ken and David to determine that the DVG judges would also qualify in the awarding of these titles that are required for the breed surveys.

These rules must be then made available on our website so that Mike West and the Clubs can act on it. Catalog Joy moved that we do not require a catalog for club level trials. It is currently in one of the WDA guidelines. Catalogs are required for Regional or National trials. David Landau suggested that there might be a list that represents a catalog consisting of a single page listing the dogs that participated in the club level trial which serves as a record to inform the spectators and is another assurance of proper titling paperwork. There is a VDH rule that you must have a catalog. David noted that the official record of a show is the catalog but the official record of a trial is the Bewertungsliste forms. Those in favor: Joy, Jim, LaMar, Martylou, Miriam, Richard and Joe. David Landau and Ginny Altman opposed.

Breed Survey Extension for Bitch in Whelp

There is currently a rule in Germany for bitches in whelp to have a breed survey extension for another year without having to be presented in the year of their required survey if they are examined by a breed warden to certify that the bitch is visibly in whelp.

Since there are no breed wardens in the WDA, Martylou read a letter from the SV Breed Survey department dated October 11, 2003 instructing the WDA to use a licensed veterinarian to certify that a bitch is in whelp or suckling her puppies. This is a procedure that WDA currently follows for breed survey extensions.

David Landau recommended that the board adopt a rule to allow the certification of “visibly in whelp” or “suckling puppies” to be made by a veterinarian’s certification. Then the WDA, through David Landau, would secure official approval from SV Administration Mr. C. Lux that this procedure is satisfactory. The motion was seconded and adopted unanimously. Richard Agee abstained.

Performance Rules and Regulations

The AKC has published the Working Dog Sport rules and regulations. AKC scorebooks and scorebook application are available. David Landau moved that the GSDCA-WDA accept all AKC WDS titles and scorebooks. The motion was seconded and adopted unanimously.

The various trial judges for Dobermans, Rottweilers, Bouvier and those from the GSDCA-WDA are all AKC approved judges for the Working Dog Sport.

Supplemental Registration

There is no new information on this program.

New Business

Tattoo Alethea Caldwell Munsinger

Alethea, as committee chair, has made a recommendation for the adoption of criteria of a tattooer as outlined in her written report.

Miriam Barkus moved that the GSDCA-WDA take steps to identify individuals who are willing and experienced in doing tattoos and place those names on the WDA website. LaMar will write a disclaimer to accompany the list of individuals to say that WDA does not endorse these individuals. The motion was seconded and adopted unanimously.

Club approval

The Snohomish Schutzhund Club submitted their application for approval as a GSDCA-WDA Club. They are an existing USCA club. They have complied with all of the requirements. LaMar Frederick moved that we recognize this club. The motion was seconded and adopted unanimously.

Closed Session

At 4:57 pm the Board of Directors moved to go to closed session.

The session was opened at 5:47 pm.

Not in Good Standing policy for individuals

The Board adopted a policy of “not in good standing for individuals” to be applied to individuals who owe the GSDCA-WDA monies and individuals who brought suit against the GSDCA-WDA and the case was dismissed. The Board directed LaMar Frederick to write the Not In Good Standing policies for individuals to include the above.

Helpers

Mike has talked to four helpers for the 2007 National Schutzhund Championship / WUSV Qualification Trial, who have agreed to be at the trial. There was a question as to how these helpers were selected as there is a policy to have the Helper Committee do this. The Helper Committee has assigned this in rotation so it is not always the same individual. Ken will contact Mike regarding the selection.

Adjournment

The meeting was adjourned at 6:15 pm.

Ginny Altman, Secretary