

At the Annual General Meeting in Belton . . .



Having fun at the AGM: Big kids and little kids and their Dexters.

. . . Region 7 rolled out the red carpet!



Raising funds at the AGM: The White Dexter Auction.

(cont. from p. 16)

inquired about the possibility of using an outside company to do all of the association work. Jim responded with approximate costs and how it would be financially prohibitive for the ADCA at this time to hire an outside firm to do this.

- A membership review, including the current number of members and new members this past year, was presented by ADCA Registrar Chuck Daggett.

Questions: John Derrick (Region 7) asked if there is a software program which would allow electronic transference of the entire registry to a home computer. Is this a possibility of a five- to 10-year goal? He also asked if there was a way to import registrations directly into personal software. Chuck responded that this was a future possibility, but the technology is not currently available from the ADCA.

Burna Kennedy (Region 7) asked what the term "elite" registry means. Robert Seddon (BOD-Region 9) responded that it is a term used for a European bull program and that the ADCA needs to establish parameters for this information.

Committee Reports

► *ADCA Goals Task Force:*

John Foley (BOD-Region 1) gave a report on the current status of the Three- to Five-Year Goals Committee.

► *AGM/Show and Sale:* Pam Malcuit (BOD-Region 7) and Rick Seydel (BOD-Region 12) gave a report on the work of the committee with the comment that this is a "work in progress," and further changes will be made as they become necessary.

The committee is formulating

a *Hosting an AGM for Dummies* handbook for future hosts to use in putting on an AGM. In addition to grooming and show standards, standardized classes will also be a part of this handbook.

Questions: Burna Kennedy (Region 7) requested current grooming standards; these were outlined for this AGM in the Membership Book.

Patti Adams (Region 6) suggested that show guidelines and standards also be posted on the ADCA Web site.

► *Chondrodysplasia Report Team:* Chuck Daggett (Registrar)/Pam Malcuit (BOD-Region 7) reported on lab testing requests: 53—parentage, 417—chondrodysplasia, 143—color (51—red, 37—dun, 55—both dun and red).

Questions: John Hinkley (Region 7) asked what the ADCA costs are for testing. Pam outlined the way the process works: A fee rate is established by the lab. Only the original test costs with Australia are recouped; \$1 per test goes back to ADCA and is used to pay for the license from Australia. Addi-

tional payment is made with the extra fee from users who are not members of the ADCA.

John Derrick (Region 7) asked if the membership can use other labs for testing. Pam replied that the ADCA has affiliated with A&M, and the ADCA currently accepts only those results.

Barb Netti (Region 7) said outside testing was usually allowed only in cases of arbitration. This is an issue that the BOD will take under advisement and make a decision.

► *Classification & Historical Committee:* Patti Adams (Committee Co-Chair, Region 6) gave a PowerPoint presentation.

Questions: What is classification? Patti noted that it is a scoring system based on breed description; the program information and score card are on the ADCA Web site. The ADCA needs more hip height data on animals over 3 years of age; to

At the AGM, Scott Porter (left) Fort Dodge Labs, presented a discussion of health considerations for the small herd owner.



get weight, you can use a tape weight measure (available in many farm supply catalogs) and use the data for Jersey or Guernsey breeds.

Ted Anderson (Region 1) asked if a classifier could be used at the next AGM. It was suggested that classifiers be used at regional meetings instead and that classification should occur three times in an animal's lifetime: at 3 years, 6 years and over 10 years of age.

► **Finance & Funding/Job Descriptions:** John Foley (BOD-Region 1) reported that the job descriptions are complete, have been accepted by the BOD and will be published in the *Bulletin*.

► **Marketing & Advertising:** Robert Seddon (BOD-Region 9) reported a list of publications as well as the new venue, a preferred link on Google, which currently has about 2,000 hits per month. Purchasing an ADCA banner ad at the top of the *Cattle Today* Web page was discussed; money is available in the budget to pay for the ad. A straw pole of the membership present indicated that Robert should pursue buying a banner ad.

► **Pedigree & Genetics Committee:** The report was given by Sandi Thomas (BOD-Region 2).

► **Talisman Award:** The report was given by Joanie Storck (Committee Co-Chair, Region 6). A request was made that the BOD consider giving all recipients honorary lifetime memberships. This request was put on the agenda for the Sunday board meeting.

► **Website & Technology:** This report was given by Chuck Daggett (ADCA Registrar). He indicated that the Web site has averaged about 5,000 hits per

month. There was concern about the \$1 fee for online PayPal transactions. This concern was put on the agenda for the Sunday BOD meeting.

New Business

► **Certificate of Incorporation and Bylaws:** Handouts of the newly approved certificate of incorporation and bylaws were given to those in attendance. ADCA President David Jones explained the reasoning behind



the procedure and action taken in the Thursday, June 19, 2008, board meeting in acceptance and submission of the attorney revision of the Certificate of Incorporation of the American Dexter Cattle Association to the Delaware Secretary of State, pursuant to Section 242 of the General Corporation Law of the State of Delaware. Submissions of amendments to the previous bylaws and rules and regulations documents will be given to the attorney to determine if they have been addressed within the revision or if they will cause the revision to become noncompliant with Delaware law.

The rules and regulations will be reviewed by the BOD and put into a new document,

ADCA Standard Operating Procedures, which will be compliant with Delaware law.

- Patti Adams (Region 6) asked about the nonexistence of Region 5. The explanation was that Region 5 was eliminated and Canadian members were to be absorbed into those regions closest to their location. Rather than renumber the current regions, Region 5 was dropped.

- David Dunbar (Region 7) pointed out a typographical error on page 5 – D-vi.

- Joanie Storck (Region 6) commended the BOD for the job of straightening out the legal issues regarding the corporate functioning of the ADCA through an attorney.

- ADCA President David Jones pointed out that the ADCA under Delaware law is classified under Chapter 8 as a "For Profit/Non-Stockholding Corporation." *The ADCA classification as a 501(c)(5) "Not for Profit Corporation" is for tax purposes with the IRS.*

► **Election of 2008 Directors at Large:** Prior to the dinner break, John Hinkley (Region 7) and Patti Adams (Region 6) were nominated. Dr. Fidel del Barrio (Region 7) moved to cease nominations and accept nominees by acclamation. The motion was seconded by Jeff Chambers (Region 6). The motion carried.

► **Chris Odom Award & Youth Program Presentation:** Don Giles (Region 7) gave a Power-Point presentation.

Question: Barb Netti (Region 7) asked who would develop this program. It was explained that a youth program would be developed separate from ADCA leadership but with BOD guidance and leadership.

• A motion was made by E. Everett (Ike) McArthur (Region 7) to approve the ADCA National Youth Program as proposed in a presentation viewed today and for the ADCA to provide financial support for this program at a rate of \$1,500 per year for five years. Additional membership memorial donations to this fund will be accepted as well. The motion was seconded by John Derrick (Region 6) and carried.

A motion to recess the meeting for dinner and resume following the scheduled entertainment was made by Barb Netti (Region 7) and seconded by Don Giles (Region 7). The motion carried.

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A call to resume the meeting was made by ADCA President David Jones. Session Two (post-banquet): 21 members signed in.
 ► *Election of 2008 Directors at Large*: During the dinner break, it was determined that Patti Adams was not eligible to serve as a director at large, and Elissa Emmons (Region 7) was nominated and voted in as her replacement.

► *Membership Options, Fees and Voting Rights*: Tabled until the BOD meeting on Sunday.

► *AGM Show and Sale Guidelines*: Tabled until the BOD meeting on Sunday.

► *Random Parentage Testing*: Robert Seddon explained the proposal and referred everyone to the special mailing sent out regarding the program. He pointed out that the European countries as well as Australia and Canada are currently requiring all bulls to be DNA/Genotype-tested.

• A motion was made by John Hinkley (Region 7) to go forward

with ADCA's Random DNA Parentage Testing Program (at ADCA expense) to assure the integrity of our registry. The motion was seconded by Devin Jones (Region 7) and carried.

The Genetics & Pedigree Committee was instructed to develop a process before testing is implemented as directed by this motion.

► *Genotype/DNA Testing of Registered ADCA Bulls*: A motion was made by John Derrick

Region 9 invites you to attend the 2009 Annual General Meeting

**June 25-28
Webster County
Fairgrounds
Fort Dodge, Iowa**

Camping will be available
on site. Look for more
information about hotel
accommodations and phone
numbers in the next *Bulletin*.

(Region 7) that the ADCA require a genotype/DNA test on all bulls registered by the ADCA after Jan. 1, 2009. The motion was seconded by Warren Coad (Region 8). The motion failed because the time frame specified was too short and no method to develop the protocol was included.

The Genetics & Pedigree Committee was instructed to develop and bring back to the membership a protocol for implementation of genotyping of bulls registered with the ADCA.

► *Horned vs. Polled Discussion*: It was again pointed out that all animals registered with the ADCA met registration requirements at the time of their

initial registration into the association and that statement appears on the ADCA Web site.

► *Embryo Transplant Protocol*: Tabled until the BOD meeting on Sunday.

► *WorkYoke*: Use of the WorkYoke site is an ongoing process with work to be done to bring it into compliance with Delaware law.

► *New Member Packets*: Tabled until the BOD meeting on Sunday.

► *Publications—Timing, Cost, Production, Advertisement*: An adjustment in submission deadlines is being considered to make the publication schedule one which meets association time lines as spelled out in the revised certificate of incorporation and bylaws documents.

► *AGM Audio/Video Options for Members*: Ways to change and improve the use of multimedia are under consideration, and the BOD will continue to explore this issue.

► *Webmaster Position*: Reference was made to the committee report on this subject given earlier in the meeting by Chuck Daggett (ADCA Webmaster).

► *2009/2010 AGM Locations/Hosts*:

■ **2009 AGM/Hosted by Region 12**: June 25-27, Webster County Fairgrounds, Fort Dodge, Iowa. The *Bulletin* will have more information.

■ **2010 AGM/Hosted by Region 8** (South and North Carolina, Georgia, Alabama, Mississippi, Florida, Tennessee). Dates and location pending.

John Hinkley (Region 7) moved that the meeting adjourn.

The Sunday BOD meeting will be held at 8 a.m. in the Expo Office Room.

ADCA Governing Documents

David Jones, ADCA President

Over the past two years, there has been much discussion about the ADCA governing documents (bylaws, rules and regulations and WorkYoke) and which items were and were not in compliance with Delaware corporate law. There has also been confusion as to which portion of Delaware statutes ADCA falls under due to our non-profit status.

Our non-profit status is a tax status only; we are not a non-profit “charitable” organization, or 501(c)(3), and do not fall under Chapter 6 of the Delaware statutes. We are governed by Chapter 8 of the Delaware statutes.

At the 2007 Annual General Meeting (AGM) in Colorado, an amendment was voted on and accepted in an effort to move us toward compliance with Delaware law. The amendment and the process to vote it into acceptance was later reviewed by an attorney advising the ADCA since the split in 2001 and was ruled null and void due to the process.

During the 2007 AGM, it was voted on and approved that the ADCA retain a law firm that specializes in Delaware corporate law to review our governing documents and bring us into compliance. This was the directive of the Board of Directors (BOD) at the close of the 2007 AGM.

As president, I researched and retained a large, prominent law firm in Delaware that specifically specializes in Delaware corporate law and began a review and rewrite of our govern-

ing documents to bring us into compliance. We quickly discovered that the document that was most lacking was not the bylaws or rules and regulations but the certificate of incorporation.

The attorneys used the existing bylaws, rules and regulations to anticipate the procedures in those documents in the proposed and amended certificate of incorporation. They then combined the items in both documents into the proposed and amended bylaws (Delaware does not anticipate two governing documents, although it is allowed if anticipated in the certificate of incorporation, so the documents were incorporated into one).

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As we worked through the changes and were less than two months from the 2008 AGM, it became apparent that we had yet another hurdle to overcome. We could draft all the documents in the world to bring us into compliance, but we needed a method to approve them that would comply. If we moved forward under existing procedures (which did not comply with Delaware law), the documents

would once again be ruled null and void, and yet another year and thousands of dollars in attorneys’ fees would be wasted.

Less than two weeks prior to the 2008 AGM, the documents were completed, and the attorneys had a process to put them into place in compliance with Delaware corporate law.

Under Delaware corporate law, these changes could be voted on only at a meeting so it could not be done prior to the AGM. Under corporate law, only the BOD can amend the certificate of incorporation. The bylaws can always be amended by the members but can also be amended by the BOD if anticipated in the certificate of incorporation.

Therefore, the process to accept the amended bylaws was for the BOD to amend the certificate of incorporation. This was voted on and accepted during BOD meeting on Thursday, June 19, 2008, at the AGM.

The attorneys were contacted after the vote and filed the documents with the State of Delaware. During the Thursday afternoon session of the BOD meeting, notification with a certified copy of the newly filed certificate of incorporation was received by the BOD. This then allowed it to vote and accept the amended bylaws.

It is important to note that these bylaws were taken directly from the existing ones. The BOD *did not add* new regulations. This was the process outlined by the attorneys to fulfill our directive to bring the documents into

compliance, not to achieve anyone's personal agenda. We could not vote them in under the old process and have them stand. After presenting the process outlined above, the actions of the BOD were widely supported by the members in attendance at the AGM

Important Features of the New Bylaws

Members have a true vote on bylaw amendments and can exercise the vote by proxy. Under the old documents, the BOD approved the amendments and sent them to the members, and they were effectively approved by consent or, more aptly, lack of dissent.

Bylaw amendments can be voted on only at a meeting, not by ballot. Due to the fact that only a small percentage of members are able to attend meetings, it is highly recommended that proxies be allowed in order to not disenfranchise any members. This is not a general proxy to vote on all items but a specific proxy on specific agenda items with an approve or disapprove.

Elections for regional directors will be conducted by meeting (with proxy) rather than by ballot in order to comply with Delaware corporate law. In order not to disenfranchise members but to allow members of a region to elect their director, several classes of members had to be established.

Future bylaw changes will be voted on only if they will not jeopardize our compliance with Delaware after the review by the attorney. After spending all of this effort to bring us into compliance, it makes no sense to allow changes that once again

jeopardize compliance.

WorkYoke. This topic has not been fully finalized by the attorney but for the time being will not be used for motions and voting by the BOD. It will be used for discussion of topics, as it is much easier to monitor than a sprawling e-mail chain. This discussion does not constitute a meeting per the attorneys' review to date.

This was a huge undertaking that . . . now opens the door for positive discussion and review of member input that can affect change.

This was a huge undertaking that needed to be completed. It now opens the door for positive discussion and review of member input that can affect change.

There were several proposed changes to the bylaws that were summarized at the AGM as well. Some of them are very good suggestions, and some just do not make good business sense.

Proposed Bylaw Changes

1. *Members elect the president and vice president.*

These positions on the BOD are non-voting positions under Delaware corporate law for non-stock corporations. It is not uncommon for these positions to be elected by the BOD. The members may not have knowledge of a nominee's good standing as a member. For example, the nomi-

nee could have current issues under investigation with the Pedigree & Genetics Committee.

Furthermore, it is imperative for the operation of the organization that these positions be held by an individual the BOD as a whole believes it can work with on a daily basis. It would serve no purpose to have the positions filled by a person the BOD could not agree on, which then would result in the resignation of the BOD and the end of the organization.

The members also are recognized in voting for these positions by the two directors at large elected by the members to vote in the election at the BOD meeting immediately preceding the AGM.

2. *Members elect the staff positions: secretary, treasurer and registrar.*

This does not work at any level from a business standpoint. It is in no way feasible that positions can be changed on an annual basis, and members would have no method to evaluate qualifications of new staff or effectiveness of the existing staff.

Can you imagine closing books and bank accounts annually to transition a new treasurer? It simply does not work.

3. *Members have the ability to dismiss the entire BOD.*

This ends the organization the next day and has no basis in business practice. No process exists or is feasible to replace the BOD after this action is taken.

It is often a struggle to fill an individual director position; it would be utterly impossible to replace the entire BOD.

2008 Talisman Award

The Talisman Award honors a family or individual who has promoted the Dexter breed with tireless passion and integrity. This year's winner? Marcia Read, Claysville, Pa., who also is the new ADCA vice president.

My introduction to Dexter cattle was an article in a 1973 *Organic Gardening* magazine, and that article convinced me that I had to have my own Dexters. Some months later I brought home my little herd. However, it was not long before I realized they were not what I had hoped they would be, and that was friendly. They hated me!

One cow eventually did come around, but some of them never did. From that time I have endeavored to raise tame cattle, often failing more times than I would like to admit. I found after my first attempts to raise tame cattle that truly tame cattle are more than just former bottle babies and that young cattle need handling until grown. But, once raised to be tame, they are tame forever.

Last week, I gave away an older, non-breeding cow. I walked out to the cow field to show her to her prospective new caretaker and then led her back to the barn with a piece of baling twine. It was a long walk away from her friends and through a herd of silly horses, but she led. And she had not been led anywhere for well over 10 years.

Furthering the education of our bovines led my children into showing Dexters in 4H. It was great training for the cattle and fun for the kids! A week at the fair is wonderful "higher education" for young Dexter cattle, although I will admit that some of the dairy cattle exhibitors referred to our Dexter show as "the rodeo." Well, maybe the girls were not perfectly behaved, but all the dairy cow kids wanted to help show the little black cows!

Another early concern was the poor quality of udders, some of which were so bad that they could barely be counted on to feed a calf and clearly had the ability to shorten the lifespan of

the cow. I have always tried to use bulls that had strong udders in their backgrounds and that also had the ability to improve udders on offspring.

Udder quality and disposition were some of the concerns I have incorporated into my Dexter practices over the years. Since my first calf was born, I have bottle-raised every heifer and even occasionally bull calves. Years ago I had a milking string of about 10 cows. Some of the cows were used as nurse cows, while others were milked by machine.

I am starting to build up a smaller group of milkers. Because I work full-time and work some 12-hour days, I am currently sharing milking chores with a little heifer calf. We both enjoy our chore of milking the cow!

I currently have a herd of about 20 cows and one very incredible herd bull. Hiyu A Dora Bull is my pride and joy. Most of our bull calves are marketed as grass-fed (and milk-fed) baby beef. We generally have them processed between 6 and 12 months and have our butcher come to the farm.

All breeders are ambassadors of their breed, so it is important to match cattle to buyers. I found early on that often my buyers were purchasing their very first livestock, making it very important to have a good fit between cattle and owners. And all of us know this breed of cattle has so much to offer and has the flexibility of meeting the needs of so many different farming operations. Enjoy!

Marcia Read



Upcoming Dexter Shows

North Carolina Mountain State Fair, Fletcher, N.C., Open Show All Other Breeds (AOB) Class, Sept. 8 at 6 p.m.

Entries due Aug. 13.

Open to the world, not just North Carolina residents. Other Dexters will be there; the more the merrier (and the better chance of securing a Dexter show there in the future!). Arrival and check-in with cattle is on Sept. 7, 6-8 p.m., or Sept. 8, 8 a.m.-noon. Cattle will be released at the end of the show. More information: (828) 687-1414 or www.mountainfair.org.

Virginia State Fair, Richmond, Va., Sept. 30 at 5 p.m.

Entries due Aug. 15.

Move in either Sept. 29 after 6 p.m. or Sept. 30, 7 a.m.-noon. Move out Oct. 2, after the Hereford show. There must be at least 20 Dexters showing at this heifer/cow/bull show. This will be the first year of a Dexter show; to secure its future, we *must* make a good showing. More information: <http://www.statefair.com/competitions/> or phone (804) 569-3200 or fax (804) 569-3252. Ask to speak to someone at the fair. If you have any questions or problems navigating their site or reaching someone at these numbers, call Sally Coad, (252) 492-6633.

Dixie Classic Fair, Winston-Salem, N.C., Open Show AOB Class, Oct. 10

Entries due Sept. 1.

Open to the world, not just North Carolina residents. Other Dexters will be there, and if at least 10 Dexters from at least two farms enter and compete,

there would be good cause for a Dexter Show at this venue in 2009! Move-in and move-out days/times not yet specified. More information: (336) 727-2236 or go to www.dcfair.com.

North Carolina State Fair Raleigh, N.C., Open AOB Classes, Oct. 22

Entries due Sept 15 (Open Beef Cattle show limited to 500 entries).

Move-in Oct. 19 after 6 p.m., but only tie-out will be allowed; animals will be permitted into the building after 8 a.m. Oct. 20 and MUST be checked in by noon that day. Release date is Oct. 22 at 4:30 p.m. Open to the world, not just North Carolina resi-

dents. This open show offers an AOB class in which Dexters would compete. Other Dexters will be there and, like every show, the more Dexters and farms that show up, the more chance we have at securing a Dexter show there in the future. More information and ONLINE ENTRIES: <http://www.ncstatefair.org/2008/>.

Northern International Livestock Exposition (NILE) Billings, Mont., Oct. 13-18

Entries due Sept. 15 (late fee after Sept. 15; no entries accepted after Oct. 1).

More information and a schedule of events: (406) 256-2495 or www.thenile.org.

Chris Odom Memorial Junior Exhibitor Awards

These annual awards honor the memory of beloved Dexter owner/breeder and ADCA leader Chris Odom. **Andrea Ramponi** (below, left), Mt. Iron, Minn., received the Chris Odom Memorial Senior Youth (13-19 years) \$1,000 award scholarship and plaque from memorial funds collected through Region 7. **Kyle Wilson** (below, right), Weatherford, Texas, won the Chris Odom Memorial Junior Youth (13 years and under) \$500 savings bond award from funds collected by the Texas Dexter Breeders Association.

