



Board Meeting Phone Conference, November 9, 2005

In attendance: Barbara O'Neill, Jim Gibson, Maureen Bardwell, Lydia Pruet, Shen Smith, Karen Staudt-Cartabona, R.Lynn Shell-Whitlock, Irina Terra, Karen Mays, Cynthia Gredys, Chris Bradley and Kathleen Kapaun. A quorum was established.

President Barbara O'Neill called the meeting to order at 8:34 EST.

There were no additions or corrections to the 8/18/05 minutes. A motion to approve the minutes was made by Shen Smith with a second by Maureen Bardwell. MOTION PASSED.

Recording Secretary's Report -

Membership Applications:

2nd Readings

Sharon Ward: 804 Auburndale, Mansfield TX 76063, sponsored by Sandra Moore and Paula Moore.

Lorraine Harvey: Broxton Lodge, Bolesworth Hill Road, Broxton, Cheshire, CH3 9HN

As no correspondence was received regarding these applicants having their second reading, a motion to approve was made by Kathleen Kapaun, with a second by Chris Bradley. MOTION PASSED.

Deceased members:

Leilani Hughes

New Life Members effective 2006:

Steve & K.C. Artley, Jan & Allison Aul, Katie Averill, Barbara Binder, Diana Darling, Barbara Ewing, Kelly Ray, Alice Reese, Mary Anne Rosenlund, Rita Walker.

Trophy Supported Entry requests have been approved for:

03/19/06 Detroit Kennel Club, Detroit, MI

Judge: William Cunningham. No Sweepstakes

Contact: Shen Smith

*Information regarding this Trophy Supported Entries was sent to Margie Milne (Borzoi Connection website), Kathleen Kapaun (Borzoi Connection magazine) and to Chris Bradley (BCOA Medals Chairman).

Other:

Petition and Candidate profile received from Kevin Miller for the Region One Governor position. Candidate profile received from Maureen Bardwell. A ballot will be formatted and sent to the membership.

A motion to approve the Recording Secretary's report was made by Cindi Gredys, with a second by R. Lynn Shell-Whitlock. MOTION PASSED

Corresponding Secretary's report (see attached)

In addition to attached report:

The AKC Canine Health Foundation is a little short of their goal of \$500,000 for their Double the Dollars for Dogs fund. Karen Mays wondered if we had donated anything towards the endowment fund. We have donated to their general fund in the past.

A line item was added to the BCOA Dues notice this year asking if the member would like to receive puppy referrals. Karen Mays indicates that she responds to inquiries for puppy referrals that the names are referrals, not recommendations. The inquirer needs to do his or her own reference checks.

A letter was received from Amelia Gredys indicating that she qualified for both Westminster and the Invitational for Junior Showmanship and wondered if BCOA would be able to donate anything to help her with her expenses so that she could participate in these events. Shen Smith made a motion to appoint Toby Brandtman as chairman of our Junior Showmanship Scholarship Program. Maureen Bardwell seconded the motion. MOTION PASSED. Karen Mays made a motion to donate \$500 to Amelia to defray expenses. Kathleen Kapaun seconded the motion. MOTION PASSED. Barbara O'Neill recommended that we put a notice in the Aristocrat regarding these events.

A motion to approve the Corresponding Secretary's report was made by Lydia Pruett, with a second by Irina Terra. MOTION PASSED.

Treasurer's report (see attached)

In addition to attached report:

Shen Smith indicated that there was an amendment to her report. It should state that the Michigan books/accounts and the Washington books/accounts were both audited and balanced to the penny.

Accounting: Karen Staudt-Cartabona wondered why we no longer had our prior accountant. Shen Smith indicated that we discussed this during the August Board meeting. Shen Smith met him at the Parent Club conference and we reviewed his recommendations for parent clubs at the November 2004 Board meeting. BCOA started using his services at the beginning of January 2005 when the BCOA financial data was submitted to his office for the creation of our 990 & 990T tax filings. He was not prepared to file our taxes by our May 15th filing date and did file for an extension, and then he missed the 2nd filing extension deadline in August which forced the BCOA into the position of having to file immediately. He also submitted an incorrect form with our 501 (c)4 filing which caused the application to be held up. As we then needed to file our taxes right away, a local CPA was secured to complete our tax work and make the filings. Shen Smith indicated that we were not unhappy with his knowledge or his expertise, but only with his untimely service. The IRS required that we release him in order for them to work on the completion of our 501(c)4. Shen Smith indicated that she then finalized the work directly with the IRS which was approved at the end of October. The new non-profit status does allow very limited and tax deductible donations for specific reasons.

501 (C)3: BCOA is also creating a 501C(3) for the handling of our health and rescue contributions. This idea has been something that the Board previously discussed at the annual membership meeting in 2000 and at additional board meetings. We need to create it now due to the funds donated by Beverly Taylor to the BCOA, to be used for rescue. Maureen Bardwell indicated the subject been discussed at several board meetings in the past. The difference between a (c)4 and a (c)3 non-profit is that the (c)3 has much stricter accounting requirements and taxes owed are much lower. A (c)3 requires independent audits and each check that is written must be matched to a minutes motion which authorized the payment. Accounting for a foundation is all handled by outside professional independents and is much more in-depth than what is normally required for the operation of the BCOA. All contributions made to the foundation will be income tax deductible. The foundation will be created as the BCOA's subsidiary charitable branch. The BCOA will maintain complete control over the appointment of foundation officers and the primary committee chairman who would serve on the foundation committee. The foundation will contain not only our current charitable funds, but also any future funds coming to BCOA from the Beverly C. Taylor estate, and all future donations, contributions, and bequeaths to the Foundation from club members or other parties. The funds from the Beverly C. Taylor estate will only be used for rescue. Other donations will be used as indicated by those donors.

Foundation – creation and name: Shen Smith stated that we need to have a name to create our 501 C(3) tax deductible non-profit foundation. The name can not be changed once the foundation has been approved by the Board. Karen Mays suggested the "Borzo Club of America Charitable Foundation". Cindi Gredys made a motion to accept this name and to create the new BCOA 501 (c)3 foundation, with a second by Kathleen Kapaun. MOTION PASSED. Shen Smith indicated that we need a raised seal and need to create a design. Chris Bradley made a motion to use the BCOA logo with the name of the foundation and date of incorporation. There was a second by Kathleen Kapaun. MOTION PASSED.

Foundation Articles of Incorporation: The Board reviewed and discussed the draft of the Articles of Incorporation. Shen Smith said that we need to give tentative approval to the articles of incorporation so that the foundation can start to work on such issues as the federal tax id number, by-laws and the business plan, and also so that our BCOA attorneys can start work with the Beverly C. Taylor estate attorneys. If either set of attorneys were to suggest amendments to the adopted articles of incorporation, those suggested amendments would be authorized and will be made by the attorneys to the final document before they are filed for incorporation. Maureen Bardwell made a

motion to adopt the draft version of the articles of incorporation for filing following review and edits by our attorneys. There was a second by Kathleen Kapaun. MOTION PASSED.

Investment and Spend Policies for the Borzoi Club of America Charitable Foundation: A final draft of the investment and spend policy was created for BCOA by the Merrill-Lynch Foundation and Trust Department and was presented for Board review and approval. The document will create a sound investment plan for all funds placed into the foundation protocol for moderate fund growth and low risk investments.

The foundation will include four specific charitable areas; those being Borzoi Rescue, Borzoi Health, Borzoi Education (Judges Education) and the Junior Showmanship Scholarship program. Merrill-Lynch has recommended that the BCOA board select an annual spending allocation amount between 3.5% - 7% to come from the annually earned interest and dividends, to be allocated through our charitable programs. Jim Gibson made a motion to set the preliminary figure at 5% distribution from annual interest and dividend income, with a second by Chris Bradley. MOTION PASSED. After discussion it was determined that the 5% would be disbursed as follows: Borzoi Rescue – 51%. Health - 33%, Education – 8%, Junior Showmanship Scholarship Program – 3% and 5% would be budgeted for operational costs. At no time would any member, director, committee member receive salaries or compensation for any work with or for the Foundation. Committee chairs would submit budget requests for approval at the foundation's annual meeting. The percentage numbers will be reviewed annually based on our funds performance and can be amended as needed at that time. Cindi Gredys made a motion to accept these annual distribution percentages; a second was made by Lydia Pruet. MOTION PASSED. The draft investment and spend policy document will be amended to reflect the approved amounts prior to being submitting to the BCOA attorneys. A motion was made by Maureen Bardwell, with a second by Cindi Gredys to approve the Foundation Investment and Spend Policy as amended. The vote was eleven in favor with one opposed. MOTION PASSED

A motion to accept the Treasurer's report was made by R. Lynn Shell-Whitlock, with a second by Chris Bradley. The vote was eleven for and one opposed. MOTION PASSED. Karen Staudt-Cartabona asked to go on record as opposing as she feels that the report is incomplete. Karen Staudt-Cartabona asked Shen Smith to provide the name and address of the CPA. Shen Smith indicated that she would do so.

AKC Delegate's Report (see attached)

A motion to approve the delegates report was made by Chris Bradley, with a second by Irina Terra. MOTION PASSED.

Governor Reports (see attached):

Region 1 – Nothing to add

Region 2 -- Nothing to add

Region 3 –. Nothing to add

Region 4 – Nothing to add

Region 5 – Nothing to add

Region 6 – The TSE held with the Nebraska KC in July was the second largest entry in the show. The Borzoi Club of Greater Omaha is still working with AKC on becoming a sanctioned club.

A motion was made by Karen Mays to approve the Governor reports, with a second by Jim Gibson. MOTION PASSED.

Committee Reports- (see attached)

In addition to attached reports:

BCOA Website – Shen Smith will contact Jennifer Beach Buda and ask her to correct the names of the Board members on the BCOA Website. Barbara O'Neill will contact Jennifer to see if she is still interested in maintaining the site.

Aristocrat - Kathleen Kapaun indicated that she sent the event updates to Helen Lee for the Borzoi Connection but they did not get added to the last issue. She sent the updates again for the next issue so hopefully they will be included.

Club Inventory and Medals – Chris Bradley has contacted Tom Carroll and he still has not sent the inventory to her. She will write him again.

Constitution & By-Laws – Depending upon the advice of the BCOA attorneys, we may need to add some information about our new charitable foundation to the BCOA Constitution. The Board will need to start reviewing the revisions done to date by the committee.

AKC Gazette – Jennifer Beach Buda would like us to find a new columnist next year.

Health (in response to attached report):

B. Maureen Bardwell made a motion that the BCOA Health award be given in memory of Dr Asa Mays, with a second by Chris Bradley. MOTION PASSED

E. Borzoi Donor Advised Fund – a motion was made by Shen Smith to start the application process with the Canine Health Foundation for heart research. There was a second by Karen Staudt-Cartabona. Maureen Bardwell will ask Ginger Jones to contact the Boxer club to see where they are in their fundraising for heart research.

F. Maureen Bardwell will work with Kay Henderson to present an overview of the CHF conference at the National.

G. The Board would like the list of titles and details regarding how the top 10 will be determined. The Board suggests that the same titles be used as are used for the Versatility Awards. If Ginger Jones can submit more detailed criteria, the Board will approve by email.

2006 National Specialty –

Based on member feedback, it appears that there is not agreement about how the lure coursing points will be awarded for the triathlon. Barbara O'Neill said that based on past criteria and history, it we should select ASFA to be the lure coursing portion of the triathlon.

2007 National Specialty –

Cindi Gredys made a motion to approve the names suggested for judging obedience, lure coursing and juniors. There was a second by Chris Bradley. MOTION PASSED.

Standardized trophies –

Chris Bradley will send her suggested criteria to the board for comments.

Trophy supported Entries –

Jim Gibson has been talking to people to try and get feedback regarding the amount of TSEs in order to determine trends. He indicated that there are as many viewpoints from the membership as there are on the board.

ROM –

A motion to approve the new ROM applications as submitted was made by R.Lynn Shell-Whitlock, with a second by Jim Gibson. MOTION PASSED. Karen Staudt-Cartabona asked that we purchase the third Borzoi Champions book for Barbara Ewing for use in verifying titles. Barbara O'Neill will talk to Barbara Ewing to let her know that she can purchase one and submit the receipt to Shen Smith for reimbursement.

Historical DVD – Shen Smith sent a copy of the raw data to the historian Dick Blodgett, and a copy to Barbara O'Neill for safe keeping. Edna Ogata, Lena Tamboer, Gwen Post and Nancy Reimer are all helping to complete the historical information project to include the club officers, ASFA/AKC, ROM, etc The Historical albums the committee are working with were originally started and maintained through the generosity of Tom & Laurie Kasowski. The Board would like to thank them for all their work!! We are missing data from 1966-1969 as we did not put out yearbooks for those years. If anyone has BCOA catalogs or premium lists for those years, please photocopy and send to Nancy Reimer. We are also trying to determine who the board members were for those years.

Nancy Reimer 13318 Iowa Street, Crown Point, IN 46307

Lure Coursing – R.Lynn Shell-Whitlock is working with Jane Schreiber to try and develop an article for the Borzoi Connection regarding how to develop a dog for coursing. They are getting information from some of the well known lure coursing participants. Shen Smith received a list of every ASFA champion and AKC lure coursing since the beginning of these programs. She will send these to R.Lynn Shell-Whitlock.

A motion to approve the Committee Reports was made by Kathleen Kapaun, with a second by Maureen Bardwell. MOTION PASSED.

Unfinished Business

Challenge Trophy Criteria – tabled

Junior Showmanship Scholarship Fund – addressed in Treasurer's report.

Constitution & By-Laws Revision - tabled

New Business

A letter from Kevin Miller sent to the Board will be addressed by Karen Mays to indicate that his issue is a personal matter and not a matter for the BCOA.

A motion to adjourn the meeting was made by Kathleen Kapaun, with a second by Jim Gibson. MOTION PASSED. The meeting was adjourned at 12:17 PM EST.