

1 **MINUTES OF THE MEETING**
2 **OF THE BOARD OF DIRECTORS**
3 **OF THE NATIONAL BISON ASSOCIATION**
4 **October 15, 2020**
5 **Conducted via Telephone Conference Call**
6

7 The special meeting of the Board of Directors of the National Bison Association was
8 convened at 5 p.m. MDT, Thursday, October 15, 2020 via telephone conference call pursuant to
9 the call of the President and notification by the Executive Director.

10 Present were:

| | |
|--------------------------------|----------------|
| 11 Donnis Baggett | Dick Gehring |
| 12 Joe Graham | Robert Johnson |
| 13 Kristopher Kelley | Chad Kremer |
| 14 Mimi Hillenbrand | Mary Adams |
| 15 Ken Klemm | Boyd Meyer |
| 16 Jeremy Allemann | Kevin Leier |

17
18 Absent were Brian Grubb and Campbell Burgess. Also present were Dave Carter, Jim
19 Matheson, Karen Conley, and Carie Starr. Dick Gehring presided and Dave Carter served as
20 recording secretary.

21 The Chair noted that sole purpose of the meeting was to make a determination on the
22 2021 Gold Trophy Show and Sale, and the 2021 Winter Conference.

23 The meeting began with a discussion on the Gold Trophy Show and Sale. The Gold
24 Trophy Show and Sale (GTSS) Committee met on September 29, 2020 and voted unanimously
25 to recommend that the 2021 GTSS be held in Rapid City, SD in collaboration with the Dakota
26 Territory Buffalo Association. GTSS Committee Chair Boyd Meyer reported that the
27 recommendation is to combine the GTSS with the DTBA *Girlz Gone Wild* performance tested
28 yearling heifer sale. Accordingly, the GTSS show and sale in February would not include any
29 yearling heifer entries. Discussion was held. Chad Kremer said he felt comfortable that the pens
30 at the Rapid City fairgrounds can be configured to accommodate two-year-old bulls. Karen
31 Conley, NBA communications director, reported that the fairgrounds is offering to let the NBA
32 to utilize the facility for \$150 for the event. She said that she and Mr. Kremer can help recruit

1 the volunteers to handle the animals. Dave Carter noted that the staff will work with Mr. Boyd
2 Meyer to finalize classes, fees and other details. The auction will be conducted simulcast, with
3 no in-person attendees. Mr. Meyer recommend that the DTBA purchase the NBA-sponsored
4 insurance, and that each association would be listed as an additional insured on the policy. Ken
5 Klemm noted that Campbell Burgess had suggested that we move the GTSS to Oklahoma City.
6 Discussion was held, with no action taken on that recommendation. Donnis Baggett made a
7 motion to approve the recommendation of the Gold Trophy Show and Sale Committee, and to
8 collaborate with the DTBA to conduct the show and sale Feb. 18-20, 2021 in Rapid City, SD.
9 Said motion was seconded and carried.

10 The Board then entered into a discussion on the 2021 Winter Conference. The Chair
11 called upon Jim Matheson to review with the board the proposed Memorandum of
12 Understanding with the Dakota Territory Buffalo Association to collaborate on winter
13 conference February 19-20, 2021 at the Ramkota Inn in Rapid City, SD. Mr. Matheson reported
14 that he has worked with the leadership of the DTBA to draft the following proposed
15 Memorandum of Understanding.

16 ***Memorandum of Understanding between the National Bison Association (NBA), and***
17 ***the Dakota Territory Buffalo Association (DTBA):***

18 ***WHEREAS***, the National Bison Association is a 501(c)(5) nonprofit organization
19 comprised of 1,100 bison producers and other individuals who are bound by the
20 heritage of the American bison and the quality of its products; and is an organization
21 dedicated to a sustainable future for the animal and the people who produce it; and

22 ***WHEREAS*** the Dakota Territory Buffalo Association is a 501(c)(5) educational and
23 charitable organization operating with the mission: To promote bison and bison meat,
24 and furnish a positive forum for creativity and camaraderie among a diverse
25 membership; and

26 ***WHEREAS*** these organizations have had their respectively planned 2021 bison
27 auctions and/or annual conferences negatively impacted by circumstances beyond their
28 control by acts of God, which will not allow for them to facilitate said events as
29 previously planned; and

30 ***NOW THEREFORE BE IT RESOLVED***, that the NBA and DTBA hereby enter into
31 this agreement to work collaboratively to host a successful bison conference and
32 auction; and to cooperate to the best extent possible in the following areas:

- 33 • *To collaborate on a joint conference, with a virtual attendance option, that will*
34 *meet the respective associations' missions of educating and providing*
35 *camaraderie among its membership on the dates of February 19 – 20, 2021;*
- 36 • *To collaborate on a combined bison auction, which will house animals at the*
37 *Rapid City Fairgrounds in Rapid City, SD with facility rental fee covered by*

1 NBA, include a shared auction catalog, and a shared video auction the evening
2 of February 20, 2020 to be facilitated by Quality Auction Services;

- 3 • To have separate raffle item sales during said conference;
- 4 • To have a shared “fun auction” fundraiser during the conference with proceeds
5 to be shared evenly between the NBA and DTBA;
- 6 • To have a joint conference registration system that will charge an agreed upon
7 fee for the conference activities, with separate fees for virtual and in-person
8 attendance;
- 9 • To split any net proceeds from the conference, excluding raffle sales and the
10 bison auction, between the NBA and DTBA evenly;
- 11 • That this MOU will be an effort to collaborate and work cooperatively on these
12 events through collaborating and sharing related duties, however, the parties are
13 in no manner restricted from activities, actions and positions independently
14 outside the scope of this agreement.

15 Mr. Matheson reported that the DTBA Board of Directors has previously approved
16 this MOU. The NBA Winter Conference Committee also voted to recommend that the NBA
17 approve the MOU. Discussion was held. Kristopher Kelley said that conducting an in-person
18 conference in February could create legal and public relations liabilities that could outweigh
19 financial and social benefits of the meeting. Dave Carter said that the HR Department for
20 Turner Enterprises are investigating potential liability risks in connection with an event they
21 have planned for South Dakota in January and have offered to share their opinions with the
22 NBA. It is unknown if the DTBA board has addressed the issue of legal liability. Mr. Matheson
23 noted that the Winter Conference Committee is recommending that all winter conference
24 registrants sign a waiver of liability. Mr. Klemm cautioned that these waivers do not offer legal
25 protection if there is negligence involved. Dave Carter stressed that the NBA should take all
26 reasonable steps to protect the health and safety of the attendees, including distributing hand
27 sanitizers and masks to all attendees. Donnis Baggett recommended that the Board and
28 leadership of the NBA set an example and be required to wear a mask while in attendance. Mr.
29 Matheson said he will be negotiating the contract with the Ramkota and will make sure there is
30 a Force Majeure clause to protect the NBA in the event circumstances prohibit an in-person
31 meeting in February. Kristopher Kelley recommended that the NBA be prepared to reassess the
32 winter conference if there is determination that the association can incur liability. Ken Klemm
33 noted that it will be important to know if the DTBA leadership is prepared to recommend

1 similar steps to protect the health and safety of participants. Joe Graham made a motion to move
2 forward with the Winter Conference Committees recommendation to approve the proposed
3 Memorandum of Understanding to hold a winter conference in Rapid City South Dakota on
4 February 19-20, 2021, and that the NBA and its leadership implement appropriate steps to
5 protect the health and safety of attendees. Said motion was seconded by Chad Kremer.
6 Discussion was held. Mimi Hillenbrand recommended the board wait until the Human
7 Resources officials for Turner Enterprises render an opinion on liability. Consensus was
8 expressed to proceed with a vote. The Chair called for a roll call vote, and the motion carried by
9 a margin of 7 ayes, three nays, and one abstention; with the ayes being Donnis Baggett, Joe
10 Graham, Chad Kremer, Ken Klemm, Boyd Meyer, Jeremy Allemann, and Kevin Leier; the nays
11 being Kristopher Kelley, Robert Johnson, and Mimi Hillenbrand; and Mary Adams abstaining.

12 The board agreed to hold its next regularly scheduled meeting at 5 p.m. November 17.
13 Consensus was expressed to hold a one-day virtual strategic planning session in Mid-November
14 or early December. Mr. Carter said he would conduct an on-line poll to determine the best date
15 for that session.

16 Donnis Baggett thanked the board members for their participation in the meeting.

17 There being no additional business to come before the board, and upon motion, made,
18 seconded and carried, the meeting adjourned at 6:20 p.m.

19
20 Respectfully Submitted,

21
22
23 _____
24 Joe Graham, Secretary

25
26
27 _____
28 Dave Carter, Recording Secretary