



Virginia Hereford Association

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Board of Directors Special (phone) Meeting Minutes

Date: Thursday, March 23, 2017
Time: 8:00 pm
Location: Conference Call

Board Members Present:

John Fleishman, President
Sarah Kenley, Secretary
Jack Sheehan, Treasurer
Paul Arey
Rebecca Monger
Rodney Phillips
Billy Vaughan
Todd Scott
Kent Firestone
Roy Dean
Charlie Williams
Diane Wilson

Board Members Absent:

None

Proceedings:

Meeting called to order at 8:05 pm by John Fleishman

A special conference call was held to discuss the request of Virginia Hereford Association records by non-board members. As asked, legal counsel has provided a written resolution. The VHA board of directors reviewed the resolution provided by legal counsel which properly was adopted as written.

This resolution is attached and made a part of these minutes.

The conference call was adjourned at 8:45 pm.

RESOLUTION OF THE BOARD OF DIRECTORS OF THE
VIRGINIA HEREFORD ASSOCIATION, INCORPORATED
REGARDING RECORDS REQUESTS

WHEREAS the Virginia Hereford Association, Incorporated (the “Corporation”) is a Virginia nonstock corporation, and as such is subject to the provisions of the Virginia Nonstock Corporation Act (Va. Code § 13.1-800 *et seq.*); and

WHEREAS the Corporation has received a request for the disclosure of certain records of the Corporation; and

WHEREAS legal counsel to the Corporation has advised that the request for disclosure is outside the scope of the disclosures required by state law; and

WHEREAS the Board of Directors of the Corporation (the “Board”) wishes to state, formally, the policy of the Corporation regarding the disclosure of corporate records to members of the Corporation.

THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE VIRGINIA HEREFORD ASSOCIATION, INCORPORATED, to-wit:

1. The Board recognizes that the laws of Virginia require the Corporation to disclose to members the following corporate records, provided that such members have been members for six months, and are acting in good faith and with a proper purpose reasonably described: minutes of the Board or a Board committee, minutes of a meeting of the Corporation’s members; consent minutes of actions taken in lieu of a meeting of the Board or of the Corporation’s members; the Corporation’s accounting records; and the list of the Corporation’s members.

2. In addition, the Board recognizes that the laws of Virginia require the Corporation to disclose to members the following corporate records: the Corporation’s articles of incorporation, certain notices to the members in connection therewith; the Corporation’s bylaws; Board resolutions regarding the classification of members; the minutes of members’ meetings for the previous three (3) years; the names and addresses of the members of the Board; and the Corporation’s most recent annual report filed with the Commonwealth as required by state law.

3. It is the policy of the Corporation to comply with Virginia law regarding the above disclosures, but not to disclose other records of the Corporation to members except with approval of the Board.

4. Based on the advice of legal counsel, the Board has determined that the request for the disclosure of personal information of members and non-members who participated in past auction sales falls outside the scope of the information that Virginia law requires the Corporation to disclose, as outlined above. Accordingly, the Board declines to authorize that disclosure.

APPROVED BY THE BOARD on March 23, 2017.



President, Virginia Hereford Association, Incorporated



Secretary, Virginia Hereford Association, Incorporated

John D. Fishman - President
Sarah Kenley, Secretary