Friday September 12, 2025
Minutes Board of Directors Meeting
SDSGA Office
Rapid City, SD

9:05 am MST President Costello called meeting to order

Chuck Willard gave the Prayer & Pledge of Allegiance was recited

Roll Call
Directors Present: Tom Costello, George Kenzy, TW Schalesky, Ray O'Day, Bill Paulton, Raydelle Sperle, David Uhrig, Charles Maude, JT Rickenbach, Austin Risty, Ryan Vig, Mark Krogman, Chris Hutchinson, Alva Wiley, Bill Kluck, Scott Edoff, Vaughn Meyer, Chuck Willard

Directors Excused: Brian Fox, Jeff Hunt, Gene Fortune, Bryan Hanson, Gary Auch

Due to the time in which Attorney Bloom could be with us to discuss Bylaw changes, the agenda was rearranged to read the minutes and financial report until after lunch and to add reports of the Beef Industry Council and the Cattlemen's Beef Board. Scott Edoff moved to approval Agenda as corrected, Ryan Vig 2nd Motion carried unanimously.

The Executive Committee met with Elliot Bloom on August 22, 2025 and a copy of the minutes and by-law changes were sent via email to the Directors for review. Discussion and changes are as follows:

Article 4 – Scott Edoff moved to accept Article 4 to be reworded "The rules contained in the current edition and future revised edition(s) of Roberts Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the SDSGA bylaws and any special rules of order the Association may adopt", Alva Wiley 2nd. Approved unanimously.

Article 5. Section 1- Charles Maude moved to add to the wording a better understanding of member in good standing; "someone who abides and so long as his, her or it's annual dues are currently paid and he or she supports the by-laws and policy of the SDSGA in word and deed and remains a member in good standing." 2nd by Vaughn Meyer. Motion carried. (1 opposed)

Article 5. Section 1 – Vaughn Meyer moved to add regarding the dues before the last sentence: "Any change to membership dues will become effective immediately upon renewal date of the member." Bill Kluck 2nd. Motion carried unanimously.

Article 5, Section 2 – Chuck Willard moved return to this section at the end. Raydelle Sperle Second. Motion carried unanimously

Article 5. Section 4 – Vaughn Meyer moved to reword the sentences, "Any member may be reprimanded or expelled from membership by a two-thirds vote of the Board of Directors present, to which a quorum exists, for willfully violating any of the By-laws, rules, or regulations of the Corporation, unfavorable conduct, non-payment of dues or for good cause shown. Upon the Board of Directors' decision of the circumstances of the violation, they have authority to grant a warning and reprimand or terminate, the President shall give notice in writing, within ten (10) days of the decision." David Uhrig 2nd. Motion carried. 1 opposed

Article 6. Discussion was held to protect the proprietary information of the organization by adding a fourth paragraph, Vaughn Meyer moved to add, "All information during any Board or Annual Meeting shall be bound by the Privacy Act in violation of written, oral, electronic or mechanical, without the written consent of the Board of Directors, cannot be shared outside of the meetings or will constitute as a violation of the organization." Bill Paulton rescinded. Following more discussion, JT Rickenbach moved to recind the motion, 2nd by Bill Paulton. Motion carried.

Article 6 last paragraph – Bill Kluck moved to allow Elliot to correctly write the following changes "All policies or resolutions of the Association shall be approved by a majority of the members present at the annual membership meeting. Such policies or resolutions may be presented by various committees established by the Board of Directors per Article XII or from the floor of the annual membership meeting. The Board of Directors may establish policies or resolutions in the interim between annual membership meetings, but all such policies or resolutions established by the Board shall be ratified and approved at the next annual membership meeting." 2nd by JT Rickenbach. Discussion was held. Motion carried.

Article 7 – Discussion to add the following paragraph, "When paid memberships fall below 35, the District will join with the nearest adjacent District with the lowest membership and will share one Director. Should the joined Districts reach 100 members, they may return to their District solely and be allowed one Director." Chuck Willard moved to leave the By-Laws without the addition and allow all Directors to work on increasing membership. Bill Kluck 2nd. Motion carried unanimously.

Article 8 – Discussion was held on Nominating Committee duties. Scott Edoff moved to move over this discussion and return at end of meeting. Bill Paulton 2nd. Motion carried unanimously.

Article 8 - Discussion held regarding the terms of office for President and Vice-President, Chuck Willard moved to set the Annual Convention and Membership Meeting would be held in the month of July where terms of office would be from Annual Meeting to Annual Meeting. TW Schalesky 2nd. Motion carried. 1 opposed.

Article 9 – Ryan Vig moved to update the years to current for the dates of District Elections. Chuck Willard 2nd. Motion carried unanimously.

Article 10- Discussion held regarding the terms of office and it was the consensus of the Board that this should be written the same as Article 8. Charles Maude moved to write the same language as Article 8, Austin Risty 2nd. Motion carried unanimously.

Article 12 , Section 1- Scott Edoff pointed out that this was not corrected in the 2019 By-Law changes and moved to correct "The immediate five (5) Past Presidents of the Association to the immediate three (3) Past Presidents." TW Schalesky 2nd. Motion carried unanimously.

Article 14 –The Executive Committee moved in their previous meeting to add the following 2 sentences at the end, "Should there be a loss of privileged information, whether intentional or unintentional, the Board of Directors will determine the actions needed. This includes but not limited to members, employees, directors and officers." Raydelle Sperle moved to rescind this Executive Committee decision, George Kenzy 2nd. Motion carried unanimously.

Article 15 – The Executive committee did not discuss this article and was addressed by the Board at this time. Chuck Willard moved to add, "After any such ratifications, approval or rejection of a By-Law, the membership will be given 30 day notice and will hold a special meeting of approval or rejection of such changes. After any membership meeting of which resolutions or ratifications are made, a meeting within twenty-four hours by two-thirds of the Board of Directors present will adopt or reject." JT Rickenbach 2nd. Motion carried. 2 opposed.

The Board returned to discussion and action on Article 5. Section 2 – Chuck Willard moved to add at end of paragraph, "In consideration of affiliating with a National organization(s), those seeking affiliation or reinstatement shall submit in written request for an affiliation to the Board of Directors 45 days prior to annual convention. The Board of Directors will then make decision at their meeting prior to the annual convention and sign a letter of intent or agreement of expectations of each other. This action will require 2/3 of Board agreement." 2nd by Scott Edoff. Motion carried. 2 opposed.

Returning to the previous discussion on Article 8 – Currently reads "The Nominating Committee will select their nominee(s) from the three Regional Vice Presidents, current Vice President if term has not expired, or any person who has previously served three (3) consecutive one-year terms as Regional Vice-President to run for the office of Vice President at the annual convention." Discussion held regarding allowing more candidates to be interviewed by Nominating Committee by adding language, " When a candidate is not available for selection, the Board of Directors may appoint a qualified candidate from the Board to interview for the position. Any member with their membership current and is in good standing with the organization may nominate qualified candidates for the position of President and/or Vice President in writing a minimum of 30 days prior to the annual convention for consideration by the Nominating Committee through the interview process." Charles Maude moved to allow Elliot to write in legal form. Raydelle Sperle 2nd. Motion carried. 1 opposed.

12:05 Board Recessed for Lunch/12:55 Board resumed

Previous Minutes Regular Board of Directors July16, 2025 were sent by email to Board. JT moved to approve minutes without reading. Vaughn Meyer 2nd. Motion carried unanimously.

Minutes of Telephonic Board of Director July 23, 2025 sent by email. Correction made on page two to change Region 2 to 3 for Bill Paulton. Scott Edoff moved to approve minutes with correction. Alva Wiley 2nd. Motion carried unanimously.

Financial Report – A new accounting firm has taken over, Northern Hills Business and a lot of old accounts were consolidated, so it was explained our reports might look a bit different. ED Director gave the accounting of the raffles for 2025 results and the new 2026 Raffle was announced. Tickets were distributed to all Directors. Rental updates were provided of the tenants on first and second floor. Grant reimbursements were presented with Grant balances shared with everyone. A financial report was provided to each Director. (Copy attached) Vaughn Meyer move to approve the Finance Report, George Kenzy 2nd. Motion carried unanimously.

Old Business
An employee review of the Executive Director was done by the Executive Committee on August 22, 2025.
Board of Directors entered Executive Session 1:30/Resumed 1:50
JT Rickenbach moved to give a $3,000 bonus for 2024. Austin Risty 2nd. Motion carried unanimously.
Due to no review or bonus in 2023, the Board entered Executive Session again1:55/Resumed 2:05
Chuck Willard moved to give an additional $3,000 bonus for 2023. Ryan Vig 2nd. Motion carried unanimously.

Old Business from Annual Membership Meeting
Membership Fees – After consideration and discussion, Bill Kluck moved to increase the membership fee to $100 per year and $250 for 3 years. TW Schalesky 2nd. Motion carried unanimously.
Jt Rickenbach moved that the membership fee increase happens immediately and upon any members renewal date. Bill Paulton 2nd. Motion carried unanimously.

Affiliation National Organization – George Kenzy moved to affiliate with R-Calf USA JT Rickenbach 2nd. Motion carried unanimously.
After seeing Guidelines of what R-CALF USA expects of their affiliates, Vaugh Meyer suggested forming a committee to create guidelines and fees of what we expect of our affiliates.

The following Resolutions were approved by the membership at the annual meeting July 15. The Board failed to approve at the meeting on July 16. These Resolutions are all being approved today.

Chuck Willard moved to approve the new Property Rights/Eminent Domain Resolution. Raydelle Sperle 2nd. Motion carried unanimously.

Bill Kluck moved to approve the new Sheep Resolution. Chuck Willard 2nd. Motion carried unanimously.

Ryan Vig moved to approve the new language in Animal Health/Importing Calves from infectious herds. George Kenzy 2nd. Motion carried unanimously.

JT Rickenbach moved to approve the new Federal Lands Resolution. 2nd Vaughn Meyer. Motion carried unanimously.

George Kenzy moved to accept the new language of Marketing /Risk Management Agency Resolution. JT Rickenbach 2nd. Motion carried unanimously.

Ryan Vig moved to approve the changes to the Trade/Quota and Tariff System Resolution. George Kenzy 2nd. Motion carried unanimously.

New Business
Lobbyist Committee - Research will be considered regarding hiring a Lobbyist for the 2027. A committee led by JT Rickenbach, TW Schalesky, Ray O'Day, Bill Kluck and Bill Paulton will gather information and come to the Board with their findings.

New members to the organization was read. George Kenzy moved to approve New Members (copy attached) JT Rickenbach 2nd. Motion carried unanimously

Raydelle Sperle and Tom Costello reported on the 1st Brand Board Ad-Hoc Meeting

Executive Director Doris Lauing asked for Director input for the November/December Quarterly Meeting- Fund-Raiser. Also encouraged Directors to step-up and host Area meetings this fall.

Roll-Over auctions are being scheduled in Belle Fourche in October with Vaughn Meyer donating calf and in Philip in November with Scott Edoff donating the calf.

The SD Stockgrowers Day at the Legislature is set for January 14, 2026. That afternoon a short Board meeting will be held to discuss upcoming legislation followed by the Legislative Mixer with a roast beef dinner at 5:30.

JT Rickenbach gave a report on the Beef Industry Council and David Uhrig gave a report on the Cattlemen's Beef Board.

JT Rickenbach moved to Adjourn. 2nd by Scott Edoff.

Respectfully submitted,
Doris Lauing
SDSGA Executive Director