

NAVAJO COUNTY FAIR, Inc. BOARD OF DIRECTORS

Minutes January 14, 2009

Board Members in Attendance: Lonnie Sherwood, Redgie Justman, Kelly Favro, Mike Mellor, Tim Kelley, Kenny Larson, Lori Reynolds, Mike Sample, Wes DeSpain, Don Fischer, Sara Hansen

Staff in Attendance: Mina Henning, Jose Villarreal, Laura Brooks

Guests: Angela Keene, Anna Amos, Alberto Peshlakai, Norita Charleston, Bill Elkins, Sherri Elkins, Sherrie Sherwood, Linda Kor, Wendell DeCross, Jim Mobley, Suzy Mobley, Mark Reynolds, Raymond Shumway, Tyrell Wiltbank, JJ Coronado, Shawn White, Randi White, Rita White, Randy White, Mike Teigh, David Cole, Alan Mitchell, Unreadable, Cindy Farr, Phillip Rose, Jimmy Crosby, Keith Fish, Ronnie Braswell, Brian Brooks

Excused Board Members: Rusty DeSpain, Joni Gillespie

Unexcused Board Members: None

1. **Call to Order:** Lonnie Sherwood called the meeting to order at 7:02 p.m.
2. **Approval of Minutes – January 9, 2008:** Kenny Larson made a motion to approve the minutes. Don Fischer seconded. Motion carried.
3. **Committee Year End Reports:**
 - a. **4-H Report:** None
 - b. **Cantina Report:** Lori Reynolds reported that the Cantina made about \$9,700 profit after all the bills. The Cantina will need a few improvements this year. It was a good year.
 - c. **Demolition Derby Report:** Kenny Larson reported that although this year was a little rough, the derby made twice what it did the prior year.
 - d. **Jr. Livestock Report:** Lonnie Sherwood reported that this year had more pigs and steers than last year. The sale was not as good this year. But we did make tremendous improvements with the new pig and steer barns.
 - e. **Little Buckaroo Report:** Kelly Favro reported that they had 90 contestants which is up from 74 from last year. Sponsorships were tough but came through.
 - f. **Open Class Report:** Sara Hansen reported that numbers were up in open class cattle. She is hoping to have a pee-wee division this year. Redgie Justman reported that although total number of exhibitors was down, the number of entries was up. Overall everything went well.
 - g. **Ranch Rodeo Report:** Kelly Favro reported that this year we had four teams from last year and one new team. The Carlisle/Valley Livestock team won. This year there will be a change in awards. This event is well liked and supported.
 - h. **Rodeo Report:** Mina Henning reported that there were over 600 contestants this year and for the second year in a row the Navajo County Fair Rodeo was named as the GCPRA Rodeo of the Year.
 - i. **Rodeo Queen Report:** Mina Henning reported that the new group of queens is doing awesome and they are looking forward to a great year.
4. **President's Year-End Report:** Laura Brooks read the following letter that was submitted by Rusty DeSpain. "Hi Gang. First of all I will not accept a nomination for president. You don't know how hard it is for me to walk away from this. And that is why I will not be attending the meeting tonight. I can remember 8 years ago when I first took the office of President and the shape the grounds were in and the challenges we faced. It has not been an easy battle but we, as a board, have overcome them and now look at the outcome. I know it was worth it. Some may disagree. But I know in my heart that, right or wrong, the things I have done were for the best of the fairgrounds. And I will spend the rest of my lifetime paying back favors. I would like to say thanks to each of you for your hard work and dedication. Because of you we have made Navajo County Fair come alive once again and become one of the better fairs in Arizona. Thank

you Find It Tim Kelley. Thank you handy man Fischer. Thank you Getter done W DeSpain. Thank you glass man Larson. Thank you Pro-Painter Samples. Thank you Mike M. You got your feet wet – time to jump in. Thank you tell us how you really feel Reynolds. Thank you Joni G – you will be missed, don't know if JR can do it without you. Thank you Redgie for bringing back the open class. Thank you Lonnie it will be hard to fill your shoes. Thank you Kelly for keeping the little buckaroo which is a piece of my heart going. Thank you Sara and your family for your hard work and dedication – they should name the pig barn after you. And to Jose. I have never in my life met a more honest and hard working man as you. You are my Hero and I owe you my life. THANK YOU SIRE. And as for Reader Orally Brooks – You are who has made me look good time and time again and I have never found anything that you can't do. Give yourself a pat on the back. Great Job!!! As for Mina – you have been there from the start and even though I have had to replace my door in my office a few times, you are the one who has brought our Fair & Rodeo to the next level. You also have made me look good time and time again. I have always said you are the one who puts it together, I just direct it. Board, the new year already brings you new and very important issues that will make or break this organization. It will not be easy to overcome them, but if this board will stay united and keep your agenda and continue to grow, the Navajo County Fair will be here for many years to come. Thank you all, Your President, Rusty DeSpain. P.S. Remember you don't have to be elected President to be a leader.”

5. **Event Director's Year-End Report:** Mina Henning reported that everything went great with the fair this year. There were lots of compliments and it will be tough to top it.
6. **Secretary/Accountant's Year-End Report:** No report.
7. **Election of Navajo County Fair Board of Directors:** Laura Brooks read the following from the Constitution and By-Laws.

Article IV – Nomination, Voting and Election of Directors to the Board of Directors

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| Section 1 | To be a Voting Member of the Corporation for the purposes of electing Directors to the Board of Directors, and/or to serve as a Director on the Board of Directors, a person must be: <ol style="list-style-type: none"> a. Eighteen (18) years of age or older, AND, a Bona-Fide resident of Navajo County, (Bona-Fide means any person who has resided in Navajo County for a period of not less than six (6) months). b. Indicate attendance at the Annual Meeting of the Corporation by writing their name and address on the roster provided, OR, be approved as a Voting Member by the Board of Directors after making written application. |
| Section 2 | Directors shall be nominated and elected at the Annual Meeting. |
| Section 3 | Nominations shall be accepted verbally or in writing prior to nominations being officially closed, by the presiding Board Officer. |
| Section 4 | Directors shall be elected by majority vote of the Voting Members present. |
| Section 5 | Voting rights, for Voting Members, shall apply only during the Annual Meeting in which Section 1 applies. |

Article VI – Meetings

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| Section 1 | <u>Annual Meeting</u> – The Annual Meeting shall be held during the month of January. The Board of Directors will determine the date, time and location of the Annual Meeting. Notice as to date, time and location of the Annual Meeting shall be published at least one (1) time in a newspaper in each Navajo County District, at least 20 days prior to the date of the meeting. |
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Article V – The Board of Directors

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| Section 1 | The Board of Directors shall consist of fifteen (15) Directors. |
| Section 2 | Five (5) Directors shall be elected each year for a three (3) year term. |
| Section 3 | In the event a Director resigns or is terminated, his successor will be elected only to fill the remainder of that Directors term. |

Lonnie stated that there were five 3-year terms available and one 2-year term. Those five with the highest number of votes would receive the 3-year terms and the next highest vote getter would get the 2-year term. Lonnie then asked that those board members that had terms that expired and wished to be re-nominated to speak. Mike Mellor stated that he had been on the board for one year. He has learned the importance of attending the meetings because there is always something going on. He has participated in stock shows, rodeos and put together rodeos. He has really enjoyed the last six months on the board. Tim Kelley stated that he has been part of the fair for the last 3-4 years and would like to continue. Aesthetic work has been his main concern this past year. He is very resourceful and would like to draw more people to the fair. Mike Sample made a motion to open nominations. Mike Mellor seconded. Motion carried.

Mike Sample nominated Tim Kelley

Sara Hansen nominated Mike Mellor

Lonnie Sherwood nominated Jim Crosby

Lori Reynolds asked that the board allow everyone in attendance that would like to be nominated a chance to speak. Jim Crosby stated that he has spent half his life in St. Johns. He has experience with commercial cattle and working on a 10,000 cow dairy. He is currently the FFA advisor in Snowflake. Anna Amos has lived in Pinetop for 30 years. She volunteered for the rodeo last year. She sees that there is a problem with sponsorships and her goal is to help with that aspect. Angela Keene has lived in Holbrook for 10 years and has helped Redgie with Open Class for the last 3 years. Alberto Peshlakai has been a resident of Navajo County for 22 years. He believes that his cultural background will benefit the Fair. He has been actively involved in his community and is currently a candidate for the position of Secretary for the Indian Wells Chapter. He has worked with the Chapter for the last two years and is currently employed with the Navajo County Public Works Department. Randy White has worked for the County for the last 7 years and has lived in Holbrook forever. He is down here a lot and would like to be on the board. Allen Mitchell was born and raised in Holbrook. He has helped with the Demolition Derby for 3 years. He also helps Rusty out with the Fair. Wendell DeCross has lived in Pinetop for 17 years. He has a considerable background in community service. He is currently Chairman of the Navajo County Planning and Zoning Commission. He was the founder of the White Mountain Regional Governmental Affairs, Past President of the Pinetop-Lakeside Chamber of Commerce, Past President of the Pinetop-Lakeside APPLE Corps, Past President of the Navapache Regional Medical Center Foundation, Past President of the Glendale Chamber of Commerce, Past Chairman of the Board of the Arrowhead Community Hospital and past Board Member of the Baptist Hospitals and Health Systems. He has county fair experience through the Maricopa County Fair. He has extensive administrative and fundraising experience. David Cole volunteered for security this last year and would like to be a liaison with the sheriff's office.

Mina Henning nominated Anna Amos

Redgie Justman nominated Angela Keene

Kenny Larson nominated Randy White

Mark Reynolds nominated David Cole

Norvita Charleston nominated Alberto Peshlakai

Kelly Favro nominated Wendell DeCross

Redgie Justman nominated Allen Mitchell

Kelly Favro made a motion to close nominations. Redgie Justman seconded. Motion carried. Ballots were then passed out, collected and tallied. The results are as follows:

Tim Kelley	33
Mike Mellor	35
Jim Crosby	23
Anna Amos	31
Angela Keene	20
Randy White	16
David Cole	17

Alberto Peshlakai 20
Wendell DeCross 28
Allen Mitchell 21

Mike Mellor, Tim Kelley, Anna Amos, Wendell DeCross and Jim Crosby received 3-year terms. Allen Mitchell received the 2-year term.

8. Election of Officers: Laura Brooks read the following from the Constitution and By-Laws:

Article IX – Election, Removal and Resignation of Officers

- Section 1 Officers shall be elected by the Board of Directors at the Annual Meeting.
Section 2 Officers shall serve for a period of one (1) year or until their successors have been elected and qualified.
Section 3 To be eligible to be elected to the Executive Committee, nominees must have served on the Board of Directors of the Corporation for one (1) year immediately preceding the election.

Mike Mellor made a motion to open nominations for president. Kelly Favro seconded. Motion carried.

Tim Kelley nominated Lori Reynolds

Kenny Larson nominated Mike Sample

Kenny Larson made a motion to close nominations for president. Kelly Favro seconded. Motion carried.

Ballots were passed out, collected and tallied. The results were a tie: 7 for Mike Sample; 7 for Lori Reynolds. The By-Laws were then referenced to see how to break the tie. Rusty DeSpain was reached by telephone and stated that a re-vote was necessary. Ballots were passed out, collected and tallied. The result was Mike Sample 8; Lori Reynolds 6. Mike Mellor made a motion to open nominations for vice president. Don Fischer seconded. Motion carried.

Lori Reynolds nominated Rusty DeSpain

Don Fischer made a motion to close nominations for vice president. Redgie Justman seconded. Motion carried. Don Fischer made a motion to unanimously approve Rusty DeSpain as vice president. Kelly seconded. Motion carried. Redgie Justman made a motion to open nominations for secretary. Don Fischer seconded. Motion carried.

Kelly Favro nominated Redgie Justman

Kenny Larson made a motion to close nominations for secretary. Kelly Favro seconded. Motion carried.

Don Fischer made a motion to unanimously approve Redgie Justman as secretary. Mike Mellor seconded. Motion carried. Mike Mellor made a motion to open nominations for treasurer. Lori Reynolds seconded. Motion carried.

Redgie Justman nominated Kelly Favro

Kenny Larson made a motion to close nominations for treasurer. Anna Amose seconded. Motion carried.

Don Fischer made a motion to unanimously approve Kelly Favro as treasurer. Mike Mellor seconded. Motion carried.

9. Next Meeting Date: The board agreed that the second Wednesday of each month at 7:00 p.m. still works. The next meeting will be February 11, 2009.

10. Adjournment: Mike Mellor made a motion to adjourn at 8:26 p.m. Wes DeSpain seconded. Motion carried.