

USCHI Membership Meeting
Courtyard by Marriot
3020 Riffel Drive
Salina,KS 67401
Saturday, February 27th, 2016

The USCHI membership and Board of Directors held a special meeting on Saturday, the 27th of February 2016. President Taff Hughes called the meeting to order at 2:30 PM CST. Those present were board members Morgan Crabtree, Mark Anderson, Kent Braathen, Advisor Jon Orr. Board members absent were Vice President Greg Thurman, JC Schemper, Monty Dunn. 64 voting members, as well as other members. 39 total proxies were verified. Also present were Allie Divine and John Donley of Devine & Donley, LLC Attorneys at Law, attorneys for USCHI. Jovan Lausterer from the Law Offices of Bromm, Lindahl, Freeman-Caddy and Lausterer, attorney for several USCHI members.

RULES OF ORDER

Dave Hermesch made the motion to adopt Roberts Rules of Order for today's meeting. Second by Rick Farris. Discussion took place on amendment to limit discussion to 2 minutes following speakers. Dave Hermesch moved to strike amendment from the motion. Dean Karau second. Amendment failed, original motion carried. It was decided President Hughes would moderate, no parliamentarian was named, so it was decided counsel would be parliamentarian.

SECRETARY'S REPORT

There were no minutes from a previous meeting. Reported that 64 voting members were present and 39 proxies were verified.

DISCUSSION

Allie Divine spoke about voter eligibility by telephone. Bylaw 3.06 states that voting shall be by ballot or voice and that present, means physical presence.

AGENDA

The following agenda was agreed upon by both party's legal representation.

Call to order

Report of secretary

Review of agenda

- 1) Statement of attorney's
- 2) Informational briefing
 - A) Tracy Zeorian
 - B) Kristi Misener
 - C) Dan Misener
 - D) Others
- 3) Question of speakers

- 4) Break
- 5) Comments/Board member response

INFORMATIONAL BRIEFING

Tracy Zeorian

Tracy opens by stating she had nothing to do with this meeting, that the membership asked her to be there.

Tracy talks about the incidents that led to her resignation, describing happenings as they occurred dating back to 8/13 thru the 1/16 post convention meeting.

Separation among the board began 8/13 when information about AgConnect was asked to be kept secret. Then President Kent Braathen and Tracy Zeorian were asked by AgConnect not to share information in regard to AgConnect. This then upset a member of the board starting a division among board members.

Tracy then describes her job evaluation that took over 4 months. She then describes being disheartened by the lack of respect for the board position by board members due to lateness to meetings or not taking part at all.

Tracy believes there was abuse of USCHI funds by board members. Goes on to talk about lack of or no communication with then President Jon Orr as well as board members. Tracy would try contacting and get no response. Also talks about receiving monthly meeting info later than it should have been received.

Tracy talks about her convention concerns in regard to costs. That we need to look at facilities we can afford and make a profit since this is our main money maker for USCHI.

Tracy then refers to the 5/11/2015 meeting when it was said she resigned for the first time. She said she did not resign. There were many conflicts within this meeting that led her to say that maybe they shouldn't consider selling the office. Conflicts included convention dates, job evaluation, job description, micromanaging convention planning, as well as not allowing her to do her job. Tracy stated that nowhere did she say she was quitting she was just concerned about continuing with the position when there was consideration of selling the office. She then referred to the 5/11/2015 meeting recording at 2:00:00.

Tracy then spoke of a phone conversation with then President Jon Orr after the 5/11/2015 meeting in regard to changing convention dates, that all convention planning would go through the board, board thought she was negative. Tracy told Jon that she thought the board was dysfunctional and should include a mediator. On 5/18/2015 she was contacted by Jon and told she would no longer be setting up conference calls, Glen Jantzen would now do this.

Tracy then refers to the 5/20/2015 meeting recording at 00:18:00. This would give a better idea of what was said during the 5/11/2015 meeting.

Tracy then talks about the convention surveys and being accused of changing the numbers.

Tracy refers to the 10/13/2015 meeting at 00:35:30.

Tracy then talked about the 1/18/2016 meeting when the convention surveys were again brought up by Monty Dunn. She said he spoke of not wanting to hear about the surveys again during the 10/13/2015 meeting. She also spoke of the 1/18/2016 meeting as when she was accused of throwing a temper tantrum. She also said at the beginning of this meeting she may have to leave early to help convention attendees. She then referred to the 1/18/2016 meeting recording at 00:49:00.

Tracy then spoke about the 12/10/2015 meeting in regard to the Hall of Fame nominations. There was a Hall of Fame application that was accepted after the 12/1/2015 deadline for nominations. Tracy stated the application had been brought to the 12/10/2015 meeting.

Tracy then spoke about the Wednesday night auction during the 2016 convention. She said Mike Barnett with John Deere Harvester Works was upset about what took place with the auctioning of the toolboxes donated by John Deere. Mike said Jon Orr was knocking on the top of the boxes. She then talked about being told Thursday evening after the banquet by USCHI member Shawn Johnson of an incident that took place during the convention. It was about a conversation between Monty Dunn and Taff Hughes at a hospitality bar, what was said was rude, loud and about Tracy.

Tracy then spoke about what happened with the BOD election about unopened, uncounted ballots.

Tracy then spoke about the 1/22/2016 post convention meeting, much of this has already been posted in the 1/22/2016 meeting minutes. Additionally, Tracy spoke of being disrespected and harassed during the past year and that she could no longer do the job. She said Taff did acknowledge Tracy had been attacked during the year, but wasn't being attacked at the 1/22/2016 meeting. She then refers to the 1/22/2016 meeting recording at 01:13:00.

Tracy then talks about what took place Saturday the 23rd of January. She received a call at 9:30 AM from Taff. He, Greg Thurman and JC Schemper were going to be at her house at 10:30 AM to pick everything up that belonged to USCHI. Tracy talked about not having time to go through the boxes and not knowing what personal items may have left her house. While they were there she tried to explain a couple of important items to them. Tracy stated that a duplicate paycheck had been issued in December. Check #6596 dated 12/1/2015 had been issued by the accounting firm ABBB showing only Kansas withholding tax. Then the withholding changed from Kansas to Nebraska a second duplicate check #6639 dated 12/1/2015 was issued by ABBB showing both states withholding tax. Tracy stated that she would forget and it was not uncommon for her to not print out the checks immediately and that she would print both of the month's paychecks at the same time. When she realized the second check was the same as the first check she immediately called ABBB and spoke to Danita. Danita told Tracy what was to be done to correct the situation. Danita explained that Tracy should watch to see that the checks had cleared the bank and then reimburse USCHI for the second check calling it duplicated payroll. Tracy explained that the first check had cleared and that she didn't know if the second check had cleared because it was in the January statement and all that had been turned over to Taff. Since Tracy still had a bonus check owed to her, ABBB said to have the amount of the second check removed from it. The bonus check then came to Tracy. Tracy stated that she questioned ABBB about who had written the check? ABBB did not issue the check. It had the incorrect date, year and pay period. Tracy goes on to speak of being accused of embezzling funds from USCHI. Tracy states she thinks she has proved she has not.

Tracy then speaks about Facebook. Explains how the page was set up and started. Talks about passing it on or deleting it. She chose to delete it. Then a member of USCHI said not to delete it, just change the name. Tracy questioned the member if that could be done? They said yes you can since you are the manager of the page. Tracy said if comes down to handing it over or deleting it, she will delete it. Tracy also spoke about someone being in her Facebook account on January 28, 2016. She questioned Taff about it and he said CJ Hughes had been. Tracy also said she had deleted trash emails.

Kristi Misener

Kristi opened by stating she did not call for this meeting, that she was asked to there to state why she resigned.

Kristi stated that she gave Dan Misener permission to turn in her resignation if things were going to continue as they had with USCHI. That is why Dan also turned in her resignation at the 1/22/2016 meeting.

Kristi went on to describe her and her husband Ron's involvement with USCHI. Also described the entire family's involvement in USCHI.

Kristi went on to describe the process for putting together the auction. Described their jobs that were done to number items and categorize them.

Kristi then spoke about the 3 John Deere Toolboxes and her conversation with John Deere personnel. She described to them how the process was going to work to Mike Barnett. Mike wanted to make sure all the boxes were kept together so no one would have to lift them since one box was full of tools. Kristi then went on to describe how all items that were given random numbers were now to be placed in numerical order on the auction tables.

Kristi then describes the process for moving the auction items upstairs from the main floor to set up for the auction. Talks about Jon Orr and Mark Anderson offering to help move the heavier items into convention hall where auction was to be held. She told them the toolboxes needed to remain covered and kept behind the screen until it was time to bring them in. She offered to help them move them in and was told her help wasn't needed.

Kristi stated that Jon Orr and Mark Anderson then brought the 3 toolboxes out from behind the screen and to the front when it was time for them to be auctioned. The toolboxes were auctioned with Mark Anderson being the successful bidder and choosing the toolbox that was full of tools.

Kristi said she spoke to Taff Hughes and Greg Thurman about the toolbox incident Saturday the 23rd of January and told them they would have to draw their own conclusions. She was thanked for calling them.

Kristi closed by saying she could not be silent, she felt she owed the membership to say what she knew and let them draw their own conclusions.

Dan Misener

Dan Misener starts out by stating he had nothing to do with today's meeting and was asked to help set it up, he said he would not. Was asked to speak to the membership about why he resigned.

Dan then speaks about his involvement with USCHI as a board of director. Then goes on to speak about his involvement as the trade show coordinator. Which is who he is speaking as today.

Dan then goes through the time frame describing his family's involvement with USCHI. In the year 2000 they began setting up the tradeshow. From that time on, the Misener family took that duty over.

Dan then goes on to describe events, in 2011 at the December Face to Face board meeting it was brought up by the board of directors that his family get paid for working at the conventions. The Misener family had always donated their time in the past and received free hotel accommodations and also received free convention registration. It was voted on and unanimously passed by the board at that time that they would now be paid for their time. It was decided by the board at that time, that it was too difficult to get volunteers to help.

Dan then goes on to describe his duties as tradeshow coordinator. Talks about enjoying that position very much and how it allowed him to be in contact with the associate members. Talks about the good relationships with the associate members. Goes on to speak about the vendor meetings each year with the associate members during conventions to help improve future conventions for everyone. Because things aren't always perfect, says he's not perfect.

Dan then goes on to describe how it had always been his family doing the set up for the trade show, that board members would stop in and see how things were going. Preconvention board meetings always took place during move in and set up, post-convention meetings were usually taking place during move out and tear down.

Dan goes on to describe the 2014 set up in Wichita, KS, as to how stressful it was due to the ice and snow storm that took place prior to move in. Most of the board members were at this move in. Some had come directly from San Antonio, TX where they had been attending Commodity Classic. This move in is where Dan said his issues with the board began. Dan described the difficult situations that arose with the board members. There was a lot of frustration between him and board members as to moving this vendor in or that vendor in, making things very difficult. He told them that he was the one in charge. It was his job. There had to be organization. Dan then describes the post-convention meeting following the 2014 convention as being the worst meeting he had ever sat thru. Dan stated that for around 45 minutes he was told he wasn't doing his job as trade show coordinator by board members.

Dan then describes the 2015 move in that took place in Grand Island, NE. States that the board was asked not to help with this move in by then President Kent Braathen, due to the issues that took place the previous year in Wichita, KS. Dan stated that with the help he had and good weather, the Grand Island convention move in went great, no problems. Dan stated there was frustration by some board shown at the 2015 preconvention and post-convention meetings due to them not being able to help.

Dan then describes the 2016 move in at Omaha, NE. Tells about the convention center allowing the move in to begin earlier due to extremely cold temperatures. This allowed getting motorized equipment inside to prevent engine starting difficulties. Dan goes on to speak about board members being late to help with move in on Saturday morning. Only one board member showed up to help on Sunday afternoon. Dan goes on to describe the difficulties of having board members help when there are

preconvention and post-convention meetings. Dan describes that all the small vendors that usually have the 10' x 10' booths are trying to move in while the board is attending the preconvention meeting. When all those helping on the floor are board members, this leaves little or no help on the floor to help guide them to their proper booth. Jim Koppel was the only one on the floor that was helping vendors to their proper booth during the preconvention meeting at the 2016 convention in Omaha, NE. Dan goes on to describe the importance of taking care of the vendors.

Dan then talks about his pay and the hours he puts in during convention. Dan states that while he was on the board he was never paid for the hours he turned in. He stated he turns the hours in so that it can be seen how much time is put in for informational purposes only.

Dan then speaks about board member lateness and absentees for meetings. States all board member's attendance records and lateness records.

Concludes by saying all the negative things that have happened started at the 2014 post-convention meeting and have snow balled into what has happened up to today. Dan states that he resigned for the same exact reasons Tracy, Kristi, and Emma resigned. Dan states he did not resign because Tracy, Kristi and Emma resigned, but for the same reasons they resigned. Dan says he believes in this organization and what we do and believes we can get through all this.

Dave Hermesch

Dave states a comment from then President Jon Orr, "I purposely did not communicate with Tracy." Dave goes on to speak about Board reimbursements for meals, hotel accommodations and airfare. Goes on to read what is allowed. States why it was put into place and that abuses have taken place with meals.

Dean Karau

Dean speaks about his time on the board. Talks about the dismissal of a past employee. Talks about his attendance at the December 2015 face to face meeting. Speaks about the tension he observed during the meeting.

Jim Baker

Jim speaks about past employee's rights whether they quit or resign. Then talks about board member removal process or replacement process.

Shawn Johnson

Shawn describes what took place at the Century Link Center on the Tuesday evening January 19, 2016. He goes on to read what took place and what was said in a conversation between Monty Dunn and Taff Hughes. He then read what was inappropriately said by Monty Dunn. He then explained why he came forward with this. He felt it was unprofessional to be saying these things in public where others could hear.

Steve Shepherd

Spoke briefly about his time on the board. Spoke about things getting fixed and that the board comes together and straightens things out.

Connie Jo Hughes

Spoke briefly about what happened with the Facebook page. Talked about the USCHI page and trying to post on it. Realized she was in Tracy's Facebook account.

Shorty Kulhanek

Shorty stated that we probably wouldn't have been there today if everyone had just gone home for a week or two and rested up and then had a meeting. Shorty thinks there was a vendetta against Tracy by Monty. Monty has called Shorty on several occasions. He has made accusations against Tracy that weren't true, for example the paycheck issue described by Tracy. Shorty says Monty called him to tell him about the paycheck issue just to make Tracy look bad. Shorty also talks about a conversation with Monty about the convention surveys that Tracy allegedly changed the numbers on. Shorty said in his conversations with Monty nothing good was ever said about Tracy, all degrading her. Shorty goes on to talk about employees. Says if our employees come to work every day and all we do is degrade them, how long are they going to be there? Not very long. Says that if we don't speak to them kindly they won't stick around. Shorty then talks about a women's feelings being more sensitive than a man's feelings. Shorty says the board isn't there to run the organization, that was Tracy's job. Describes how things were run when he was on the board and President. They had faith in who was in the office to run the organization. They were there to give advice when asked. Shorty goes on to say the board should've just let up a little and let Tracy run it. Shorty refers back to the 5/20/2105 meeting when the board agreed to continue with Tracy's title as Executive Director. Shorty says we are not only losing Tracy but also the face of the organization right now. Shorty goes on to say that we can't just pull someone off the street and send them to Washington, DC and do what Tracy did. Also the rapport with the major sponsors that she has can't be replaced. Shorty adds that letting Tracy go has hurt the organization more than it helped it at this time. Shorty goes on to speak at Jon Orr about trying to get Kevin Bien inducted into the Hall of Fame for several years and because harvest drug out he was unable to meet the deadline. Shorty knew when the deadline was and accepted it. Says he understood the circumstances of the applicant for 2016 induction, but the application was late, when are we going to follow the rules? Shorty then speaks about the auction and the toolbox incident, says board ethics is very important. Shorty goes on to talk about the irrelevant questions asked about convention to Tracy during convention, it wasn't the time or the place. Shorty asks board members to do the right thing, says to resign, step aside if you don't think you can work with other board members anymore. Resign, step aside if you've done wrong, do what's best for the organization.

Shorty concludes by saying if you all would have went home and thought about things. Things may be different. Shorty says he can't believe the board only discussed Tracy's resignation for 3 minutes for as much time as she has put into this organization. Says it was a pretty short discussion in regard to whether this organization was going to go on with or without her.

Lee Lancaster

Lee speaks about admiring all for being there today. Says the board needs to figure out how to take care of things before we all do something different. Says all the people being at the meeting today is a testament to the organization and it shows the people want something done and done right.

Rick Farris

Rick speaks about being the second President of USCHI and his time on the board. Speaks about being friends with many of those he served on the board with still to this day. He doesn't see that rapport today with the board. Speaks about serving on the board as being a good experience.

Raphael Jolliffe

Raphael speaks about his concerns. Says he has been a member for 5 years and Tracy has done a wonderful job. Speaks about his concern for having one employee that knows the position. Speaks about the accusation against Mark Anderson, who is a very good friend of Raphael. Speaks about the toolbox incident.

Dan Misener

Speaks briefly about being the person up front during the auction the past 4 years prior to the 2016 auction. Stated that is why he never bid on items during that 4 year period. Because he knew what went on behind the scene of the auction and removed himself from bidding on items.

Agnes Zeller

Agnes speaks briefly about her time as scholarship chair. It was a bad experience, but it didn't keep her from coming back. Spoke of being hurt the following year during the banquet when something untrue was told. Spoke about how it still affects her while attending the banquet evening when scholarships are presented.

Jason Crockett

Jason speaks about per diem being discussed during general meeting during 2016 convention. Talks about abuses and ethics. Speaks about comments made by Monty Dunn, says he never denies saying them on the meeting recordings. Speaks about the toolbox issue, says he was 5 feet from it when it happened. Says he's not going to point fingers, it's on video. Says it's about ethics, if you did something wrong, step aside.

BREAK

Recess at 5:10 PM

Resume at 5:26 PM

COMMENTS/BOARD RESPONSE

Taff Hughes

Taff addresses the membership. Speaks about the past month being difficult and differences in the board over the past year, past couple years. Says yes, maybe guilty of over spending a couple times on

meals. Speaks about having expensive meals at times and also speaks of not turning any expenses for food in at other times. Speaks about the average days per year board members spend away from home working for USCHI and what was spent by board members. Says he looks up to past board members and presidents. Speaks about what went wrong and we need to move on. Speaks about the toolbox incident. He spoke with Kristi Misener, Mike Barnett, Greg Thurman, Jon Orr, Glen Jantzen, Mark Anderson. Taff also speaks about visiting with one of the other bidders on the toolbox. Taff says if we want to accuse Mark Anderson of doing wrong he will never donate again. Taff speaks about the conversation with Monty Dunn, that was brought forward by Shawn Johnson. says he was there when things were said. Doesn't honestly remember it. Taff also addressed meeting attendance.

Mark Anderson

Mark addresses the toolbox incident at the auction. Says when he first saw the toolboxes they were in the back hallway, on the cart with the sheet over them, with a sign on them saying do not touch or remove. He was in the back hallway with Jon Orr, Glen Jantzen and Monty Dunn moving in all the big heavy stuff. The refrigerators, safes, all the big heavy stuff. The toolboxes were wheeled in behind the skirting until they were to be auctioned off. Speaks about commonly bidding on items to run them up in price. Speaks about the 2015 auction when the toolboxes were sold. Again speaks about running items up without intending to purchase them, trying to generate as much money for the organization as possible. Speaks about how the organization has been very beneficial to him and his business. Spoke about how he probably shouldn't bid on the boxes because he can see the conflict of interest coming. Mark then apologizes and understands how it looks unethical. Says maybe he should have done it differently. States that he spent over \$9000 at the auction.

QUESTIONS

Steve Shepherd

Steve wants to know what Tracy, Dan and Kristi want out their ability to talk? Are they wanting their job back? Are they not wanting it back? Wants to know what we went through the process for?

Dan Misener answers, he came and spoke because he was asked by those who put on the meeting to speak to the membership and tell them why he resigned. Dan did not come to the meeting expecting to be tradeshow coordinator again. Did not come back to ask for the position back again.

Tracy Zeorian says she came back just like Dan had explained, would she take her job back? Not under these circumstances. She could not work with this board again.

Nancy Eberts explains why the meeting is taking place. She said it was needed because 50% of the members wanted the meeting.

Steve Shepherd goes on to speak about what the board needs to do as far as mediation goes.

Rana Zeller speaks, giving a brief background of who she is and where she is today with her family and custom harvesting. Explains why she helped put the meeting together, she wasn't trying to point people out. Spoke about difficulties of getting the meeting together. Spoke about the individuals that helped clean up after the banquet down in the tradeshow area. Talks about her involvement with this meeting for the past 5 weeks. Explains what voting options the membership does have at this meeting.

Tracy Zeorian states that she knows there have been people contacted by Monty Dunn saying that she is guilty of embezzling funds because of the additional check she received. Tracy asked Justin Mitchell with ABBS if she could have a copy of the letter being written to the board by Justin stating she did nothing wrong and that it was a simple mistake. Justin told Tracy he could not provide her with a copy of that letter because Taff had not given him permission to do so. Tracy then asks Taff for a copy of the letter

from ABBB clearing her of any wrong doing or embezzlement. Taff says no, because the letter was addressed to the board, then Taff says yes, that Tracy can have a copy of the letter clearing her from wrong doing and says she is innocent and no charges have been brought against her. Taff expresses his disappointment with ABBB in regard to their protocol.

Jim Deibert

Jim speaks about the meeting and applauds all who attended and Rana Zeller for all her hard work putting the meeting together. Thanks Rana for putting all this together.

Jim makes the motion: That we (The organization) turn this, (The problems discussed at the 2/27/2016 meeting) over to the board of directors to get a step by step plan of action and get back to the membership in 30 days. Duane Keller second. Due to those still wanting to ask questions, Rana Zeller asks that it be tabled? Motion is tabled.

Taff introduces Mandi Sierens as the operations manager.

Allie Devine

Allie speaks, one of the written questions was, did Monty Dunn say all those things and why isn't he here today?

Shorty Kulhanek stands to speak, says Monty Dunn called him twice, accused Tracy of embezzling money and about the surveys, called to run Tracy down every time.

Monty Dunn is with his family at a stock show.

Amanda Thomsen asked where the other board members are?

Greg Thurman was at the All American Rodeo in Fort Worth, TX. He had tickets since early December.

JC Schemper was home with his family celebrating his son's birthday.

Why was the situation with hiring the operations manager handled so poorly, why wasn't it advertised?

Why was there no information about it?

Taff answers, telling about the opportunity to hire her and the board voted on it.

The amendment to the motion was that the board mandate a committee to look in to things further.

Dean Karau second. Motion failed.

The original motion by Jim Deibert is read again. That we (The organization) turn this, (The problems discussed at the 2/27/2016 meeting) over to the board of directors to get a step by step plan of action and get back to the membership in 30 days. Duane Keller second. Motion carries.

Dane Dolechek makes the motion that USCHI pays for the cost of today's room and USCHI expenses incurred by today's meeting. Will not cover the individual legal counsel hired by Rana Zeller. Dave Hermesch second. Motion carries.

Rick Farris moves to adjourn, Dean Karau second.

Meeting Adjourned 6:45 PM

Kent Braathen, Secretary