

2020

PACIFIC NORTHWEST
GRAIN & FEED ASSOCIATION



ANNUAL MEMBERSHIP MEETING

**June 18, 2020 – 2:00 pm PDT
Via Zoom Video Conference**

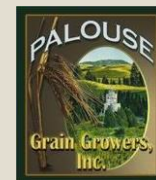
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2020

PACIFIC NORTHWEST
GRAIN & FEED ASSOCIATION



THANK YOU ANNUAL SPONSORS!



Agenda



1. Call meeting to order – Jordan Van Zante, Pacifcor LLC – 2019-20 PNWGFA President
2. Review & Approve Minutes from June 21, 2019, Annual Membership Meeting
3. Year in Review/Annual Report – Jordan Van Zante, Pacifcor LLC – 2019-20 PNWGFA President
4. Financial Report – Presentation and approval: Trudi Allenbach, PNWGFA 2019-20 Treasurer
 - Presentation and approval of the 2019-20 Year-end Financial Report, dated May 31, 2020
 - Presentation and approval of the 2020-21 FY PNWGFA Proposed Operating Budget
5. Old Business:
 - PNWGFA Association Management Transition – Update:
 - PNWGFA Dues Restructure Project – Update
6. Nomination Committee Report: Jordan Van Zante – President, Pacifcor LLC and Darrell Booth – Immediate Past President, Northwest Grain Growers: Present to membership the nomination & election of three (3) Board Members:
 - Country Elevator – Trudi Allenbach, Pacific Northwest Farmers Cooperative (2nd term)
 - Director at Large – Scott Zuger, Lewis-Clark Terminal (2nd term)
 - Director at Large – Derek Teal, Pomeroy Grain Growers (1st term)
7. New Business
 - PNWGFA Board Nominations:
 - Membership Vote: Ballot count / results
 - Proposed Bylaws Amendments – Brief Review:
 - Membership Vote: Ballot count / results
 - PNWGFA Officers & Staff Report:
 - Safety & Educational Programming – Update
 - Annual Sponsorship
 - Good of the Order / Adjourn



Pacific Northwest Grain & Feed Association Annual Membership Meeting Minutes

Friday, June 21, 2019
9:00 am – Continental Divide
Grouse Mountain Lodge – Whitefish, MT

- Call to Order Darrell Booth, 2018/2019 PNWGFA President called meeting to order at 9:01 am.
- Old Business Review and approval of minutes from June 29, 2018, Annual Membership Meeting at Suncadia Resort, Cle Elum, WA. **(m/s/a)**
- Annual Report Darrell Booth, 2018/2019 PNWGFA President provided the Year in Review for the membership.

| | |
|--|--|
| <p>New Members 2018-19:</p> <ul style="list-style-type: none"> (A) BM&M Screening Solutions (A) Bulk Conveyors, Inc. (successful GEAPS lead) (A) Chief Agri (successful GEAPS lead) (A) Drake Inc. (A) Wagner Weed Company (A) Westpack <p>NEW MEMBERS FOR 2019-20:</p> <ul style="list-style-type: none"> (A) J&D Construction (GEAPS Expo contact) (A) *Selkirk Industrial (local gen. contractor) | <p>Lost Members 2018-19:</p> <ul style="list-style-type: none"> (A) Intersystems/GSI Group (no answer) (D) AgVentures NW, LLC (merged w/ Highline) (D) Almira Farmers Whse (merged w/ Highline) (D) Central WA Grain Growers (merged w/ Highline) (D) Davenport Union Whse (merged w/ Highline) (D) Gavilon Burley (chance they will rejoin...) (D) Lamont Grain Growers (assumed by Ritzville Whse) (D) Whitgro Inc (merged w/ Northwest Grain Growers) (D) Winema Elevators, LLC (no answer) |
|--|--|

45 Direct Members (53 last year, 59 in 2016-17)
73 Associate Members (68 last year, 72 in 2016-17)

PRESIDENT / BOARD REPORT:

2018 Convention: operated at a **-\$20,336.55** loss. Low attendance and high-cost Suncadia Resort prevented a break-even event. Main issues:

- (Due to low attendance) PNWGFA paid \$6,717.06* in non-used guest rooms attrition per the Suncadia contract agreement.
- **This was negotiated/reduced from original \$10,127.05.*
- Due to Resort layout, the 2018 President/hospitality room was a house rental = \$3,011.76 (average cost is approx. \$1,000 in lodging fees+tax).
- Golf Tournaments: higher costs than typical Convention courses.
- A/V Costs: \$2,428.87 – much higher than typical Convention venue.

2018 Idaho Trout Fry: This continues to be a great event, huge draw, and numbers continue to increase. This is a very fun event – we encourage all PNWGFA members to attend at least once!

- 2019's event: Sept. 26, 2019 – Twin Falls, ID.

2019 Warehousemen's Conference & Trade Show: Very successful event! Perspective:

- 37 vendors (max capacity for NORC, same as 2018)
- 150 attendees (138 last year) + additional dinner guests = 165 total
- Rail Loading/Unloading Safety Seminar very successful, with 67 attendees
- \$23,874 profit

2019 Country Elevator Council (CEC): Another successful event. We continue to see a trend of lower numbers for this event, due to mergers/acquisitions. However, attendance seems to have leveled out to the 40-45 attendee range.

- NGFA's Regulatory Compliance Seminar was successful with 33 attendees at the extra day training.
- \$8,668.54 profit

2019 Scholarship Fund: PNWGFA proudly awarded (5) students a total of \$12,000 in 2019!

- Jared Goetz, Ag "Veterinarian Studies" = \$5,000
- Jennifer Warren, Non-Ag "Hospitality Business Management" = \$2,500
- Reed Middleton, Ag "Economics" = \$2,500*
- Maguire Isaak, Ag "Farming" = \$1,000
- Cooper Ward, Ag "Engineering" = \$1,000

**It was noted that Board Member Jason Middleton abstained from voting on this candidate.*

5th Annual Southern Idaho Pesticide Conference: This event was canceled due to industry conflicts in the region. The Board continues to support this event in So. Idaho and approved a rescheduled event in the 2019-2020 budget with hopes of continuing this event when appropriate.

2019 Directory: Successful data collection and print schedule allowed for a late December mailing to membership and industry. Consideration of an online directory will continue. At this time, the printed Directory will continue as normal.

2020 Convention: Mark your calendars! Coeur d'Alene Resort – CDA, ID June 17-19, 2020!!

FINANCIAL REPORT:

Scott Zuger, PNWGFA 2018/2019 Treasurer reported on the following (copies of Year End Financial Position and Statement of Activities were included on pages 5-6 in the meeting packets handed out at the meeting for attendees' review):

Statement of Financial Position:

- Investments are currently in Money Market accounts.
- Accounts Payable and Receivables are current.

Statement of Activities:

- FY2018/2019 Net loss of **-\$8,171.42**. This was mainly due to the 2018 Suncadia Convention as previously reported by Darrell Booth. The profitability of all other PNWGFA events as well as sponsorships assisted in limiting 2018/2019 losses.
- The annual events (with exception of the 2018 Convention) were profitable and well-received throughout the year.

There being no questions or discussion, approval of May 2019 Year End Financial Report as presented. **m/s/a**

2019/2020 PNWGFA PROPOSED OPERATING BUDGET

Scott Zuger, PNWGFA 2018/2019 Treasurer presented the 2019/2020 PNWGFA Proposed Operating Budget for membership review and approval (included on page 7 of the meeting packets distributed at the meeting):

- The Board recommended the proposed budget for 2019/2020, which is similar to the prior year with conservative revenue and realistic expenses projections.

- Scott noted that the Board is aware that declining membership dues, loss in attendance and increasing costs has affected the Association's profitability the past two years. The 2019/2020 Board of Directors will focus on dues restructure, venue selection and other means as a way to mitigate industry changes and increase overall profitability in the coming year.

There being no questions, the 2019/2020 PNWGFA Operating Budget was approved as presented. **m/s/a**

2019/2020 NOMINATION COMMITTEE REPORT

Darrell Booth, Northwest Grain Growers; Jason Middleton, United Grain Corporation; Beau Duff, HighLine Grain Growers presented the following slate of officers:

- Director At Large – Stacey Hunt, Ritzville Warehouse Co. (1st full term)
- Director At Large – Randy Olstad, Columbia Grain, Int. (2nd term)
- Miller/Feed Mfg.– Beau Duff, HighLine Grain Growers (2nd term)

As there were no other nominations from the floor, the 2019/2020 slate was elected by the membership as presented. **m/s/a**

PNWGFA DUES RESTRUCTURE PROJECT UPDATE

Jordan Van Zante, 2018/2019 1st Vice President, briefly addressed the previously announced (in 2018) PNWGFA Dues Restructure. Due to some organizational changes, the Board agreed this project will put in place next year; membership will be updated as the date approaches.

OLD BUSINESS There was none.

NEW BUSINESS

Management Changes: Darrell Booth, 2018/2019 President, briefly noted the Association is currently undergoing a change in management services; further details will be released in the coming months.

Annual Sponsorship Program: Margerie Vis, PNWGFA Director, shared a proposed PNWGFA Annual Sponsorship Program. The intent is to 1) spare member companies from multiple requests / sponsorship disbursements throughout the year; 2) hopefully assist with PNWGFA member budgeting; and 3) assist PNWGFA in planning of events earlier in the year. This program is optional and will be inserted in the 2019/2020 dues invoicing that will be mailed out the last week in June.

PNWGFA Educational Program: Margerie briefly reported the need to keep Educational Programming in sight in the coming year. The March 2018 Member Survey, April 2018 Member Roundtable and May 2018 Director Strategic Planning Workshop provided many avenues in which to explore and bring to membership. This program will continue to develop in 2019/2020.

Darrell thanked the Board of Directors for their service and membership for their patronage and participation in the past year.

ADJOURN

The meeting was adjourned at 9:20 a.m.

PNWGFA YEAR IN REVIEW

PRESIDENT JORDAN VAN ZANTE



1. 2019-20 Membership

New Members:

- (A) J&D Construction
- (A) Kice Industries
- (A) Nationwide Insurance
- (A) Selkirk Industrial
- (A) SoulCraft

Dropped Members

- (A) A&R Corporation
- (A) Cascade Consulting, Inc.
- (A) Northern Resources Consulting
- (A) PM International Group
- (A) Signal Administration
- (A) Syngenta
- (A) Western States Design Build

44 Direct Members (45 last year, 53 in 2017-18, 59 in 2016-17)

71 Associate Members (73 last year, 68 in 2017-18, 72 in 2016-17)

2. 2019-2020 Events - Report:

- 2019 Convention
- 2019 Idaho Trout Fry
- 2020 Annual Directory
- 2020 Safety Seminar

- 2020 Warehousemen's Conf & Trade Show
- 2020 CEC (cancelled)
- 2020 Scholarship Fund
- Other event notes



2020 SCHOLARSHIP AWARDS

WWW.PNWGFA.ORG/SCHOLARSHIP

The members of Pacific Northwest Grain & Feed Association (PNWGFA) are pleased to announce our 2020 Scholarship award winners:

Marcus King - \$3,000

B.S. Crop Science and/or Agribusiness - University of Idaho
(sponsored by Ritzville Warehouse Co.)

Hannah Peha - \$3,000

B.S. Integrated Plant Sciences - Washington State University
(sponsored by Northwest Grain Growers)

Kian Ankerson - \$1,000

B.S. Data Analytics - Washington State University
(sponsored by Diamond-S Farms/Uniontown Cooperative)

Morgan Lowe - \$1,000

B.S. Agrobiolgy & Precision Ag - Blue Mountain Community College
(sponsored by Columbia Grain, Int.)

Brayden Seylor - \$1,000

B.A. Agronomy or Physical Therapy - Eastern Washington University
(sponsored by RBK Joint Venture/HighLine Grain Growers)

Josie Westmoreland - \$1,000

B.S. Biochemistry - Washington State University
(sponsored by HighLine Grain Growers)

Sincere thanks to our sponsoring member companies and to all who support the PNWGFA Scholarship Fund throughout the year.

Congratulations to our awardees - we wish you the best in your future endeavors!



NEW AG LEADER
SCHOLARSHIP
AVAILABLE!



CONGRATULATIONS



PACIFIC NORTHWEST
GRAIN & FEED ASSOCIATION

PNWGFA
Statement of Financial Position
As of May 31, 2020 - Preliminary

| | <u>May 31, 20</u> |
|---------------------------------------|--------------------------|
| ASSETS | |
| Current Assets | |
| Checking/Savings | |
| 1000 · Checking - First Republic | 49,966.76 |
| 1008 · Investment - Piper Jaffrey | 371,405.57 |
| 1010 · Transportation - Piper Jaffrey | 25,579.71 |
| 1015 · Scholarship -Piper Jafrey | 46,958.03 |
| Total Checking/Savings | <u>493,910.07</u> |
| Other Current Assets | |
| Prepaid Expense | 3,566.53 |
| 1210 · Accounts Receivable - MC | 400.00 |
| Total Other Current Assets | <u>3,966.53</u> |
| Total Current Assets | <u>497,876.60</u> |
| TOTAL ASSETS | <u>497,876.60</u> |
| LIABILITIES & EQUITY | |
| Equity | |
| 3869 · Transportation Fund | 25,313.85 |
| 3870 · Scholarship Fund | 46,470.00 |
| 3872 · Honored Alumni Fund | 21,928.73 |
| 3999 · Retained Earnings | 381,738.94 |
| Net Income | 22,425.08 |
| Total Equity | <u>497,876.60</u> |
| TOTAL LIABILITIES & EQUITY | <u>497,876.60</u> |

PNWGFA FINANCIAL SUMMARY

As of 05/31/2020

| | Preliminary | | % of Budget Met | 2018/19 TTI |
|--|------------------|------------------|--------------------|------------------|
| | 2019 YTD | Budget | | |
| Income | | | | |
| 200 · Membership Dues | \$105,718 | \$104,510 | 101% | \$104,510 |
| 203 · Annual Convention Income | \$41,045 | \$60,200 | 68% | \$47,090 |
| 205 · Directory / Buyers Guide Income | \$23,080 | \$24,350 | 95% | \$21,795 |
| 208 · Idaho Trout Fry / Golf Income | \$12,760 | \$8,000 | 160% | \$10,455 |
| 210 · Warehousemans Seminar Income | \$78,509 | \$77,000 | 102% | \$80,659 |
| 212 · Pesticide Conference Income | | \$2,700 | 0% | |
| 215 · Country Elevator Council Seminar Income | | \$17,600 | 0% | \$21,768 |
| 216 · Other Wkshp /Seminar Income (Extra Day) | | \$2,500 | 0% | |
| 217 · Safety Meeting Income | \$10,600 | | | |
| 218 · General Sponsorship Income | \$6,905 | | | |
| 250 · Interest Income | \$5,295 | \$2,000 | 265% | \$7,939 |
| 299 · Miscellaneous Income | \$0 | | | \$0 |
| Total Income | \$283,913 | \$298,860 | 95% | \$294,215 |
| Expense | | | | |
| 301 · Board of Directors Expense | \$1,094 | \$3,100 | 35% | \$3,663 |
| 303 · Annual Convention Expense | \$34,065 | \$62,100 | 55% | \$68,546 |
| 305 · Directory / Buyers Guide Expense | \$8,035 | \$6,775 | 119% | \$6,670 |
| 305C · Directory Commission | | \$1,000 | 0% | \$0 |
| 308 · Idaho Trout Fry / Golf Expense | \$5,782 | \$7,500 | 77% | \$7,369 |
| 310 · Warehouseman Conference Expense | \$53,477 | \$54,675 | 98% | \$56,784 |
| 312 · Pesticide Conference Expense | | \$2,975 | 0% | \$0 |
| 315 · Country Elev Council Mtg Expense | \$1,378 | \$16,620 | 8% | \$13,099 |
| 316 · Other Wkshp / Seminar Income (Extra Day) | | \$700 | 0% | \$0 |
| 317 · Safety Meeting Expense | \$7,999 | | | |
| 325 · Promotions / Marketing Expense | | \$750 | 0% | \$1,206 |
| 326 · Publication / Newsletter Exp. | \$45 | \$100 | 45% | \$21 |
| 330 · Management / Administrative Svc | \$111,171 | \$108,828 | 102% | \$115,653 |
| 332 · Phone / Fax Expense | \$1,765 | \$775 | 228% | \$1,015 |
| 335 · Bank Charges / Merchant Fees | \$2,788 | \$3,350 | 83% | \$2,798 |
| 336 · Postage | \$606 | \$250 | 242% | \$241 |
| 337 · Printing / Copies - General | \$713 | \$1,600 | 45% | \$573 |
| 338 · Office Supplies / Expense | \$1,248 | \$400 | 312% | \$774 |
| 350 · Donations | | \$500 | 0% | \$0 |
| 352 · Dues & Subscriptions | \$2,325 | \$8,258 | 28% | \$8,433 |
| 353 · Insurance | \$2,332 | \$1,670 | 140% | \$1,591 |
| 355 · Taxes, Licenses & Fees | \$496 | \$1,050 | 47% | \$1,740 |
| 358 · Professional & Legal Services | \$6,310 | \$4,900 | 129% | \$3,600 |
| 359 · Recognition & Awards | \$151 | \$500 | 30% | \$478 |
| 360 · Staff Misc. Meeting /Travel Expense | \$4,872 | \$1,450 | 336% | \$1,062 |
| 361 · GEAPS Meeting / Travel Expense | | \$1,025 | 0% | \$1,081 |
| 362 · NGFA Meeting / Travel Expense | \$3,597 | \$4,850 | 74% | \$4,038 |
| 363 · Tri-State WG Mtg / Travel Exp. | \$1,464 | \$1,550 | 94% | \$2,308 |
| 364 · Idaho Mktg/Mbr Drive Expense | \$735 | \$800 | 92% | \$859 |
| 370 · Marketing & Promotions | \$60 | | | |
| 372 · Storage Expense | \$188 | \$406 | 46% | \$406 |
| 375 · Website / Database Expense | \$4,793 | \$1,000 | 479% | \$2,869 |
| 398 · Transition Expense | \$162 | | | \$0 |
| Total Expense | \$257,651 | \$299,457 | 86% | \$306,879 |
| Net Income | \$26,262 | -\$597 | | -\$12,663 |
| Other Income/Expense | | | | |
| Other Income | | | | |
| 400 · Scholarship Fund Income | \$8,672 | \$9,950 | 87% | 12288.77 |
| 403 · Transportation Fund Income | \$361 | \$150 | 240% | 537.53 |
| 405 · Honored Alumni Fund Income | \$2,977 | \$4,000 | 74% | 3264.14 |
| Total Other Income | \$12,009 | \$14,100 | | \$16,090 |
| Other Expense | | | | |
| 500 · Scholarship Fund Expenses | \$12,749 | \$11,100 | 115% | 15832.78 |
| 505 · Honored Alumni Fund Expense | \$3,098 | \$2,260 | 137% | 3264.14 |
| Total Other Expense | \$15,847 | \$13,360 | | \$19,097 |
| Net Other Income | \$22,425 | \$143 | | -\$15,670 |

PACIFIC NORTHWEST GRAIN & FEED ASSOCIATION
 FY 2020-21 PROPOSED OPERATING BUDGET
 Presented, amended & approved by BOD April 28, 2020 BOD meeting

| | 2019-20 BUDGET | 2019-20 PROJECTION | 2020-21 BUDGET | NOTES |
|-----------------|-------------------|-----------------------|-------------------|---|
| Revenues | | | | |
| 3 | 69,950 | 54,232 | 0 | 2020 Convention (CDA) cancelled. Associated w/ Line 24 Includes backcover Auction+spine sales (2020 Conv cancelled, low estimate for 2021 back-cover). BOD discussion required. Associated w/ |
| 4 | 24,000 | 22,960 | 22,000 | Lines 26, 31 & 36 |
| 5 | 350 | 500 | 350 | |
| 6 | 104,510 | 104,995 | 100,000 | Assoc. dues:conservative projection based on 2019-20=\$25K; Direct dues: conservative projection based on 2019-20 =\$75K; Delays Dues Restructure per BOD discussion |
| 7 | 101,700 | 92,019 | 114,750 | Assumes all 2020-21 events except Conv; includes SIPC (last held 2017-18);placeholder 2020-21), includes new Safety Seminar; Subject to Board approval. Associated w/ Line 43 |
| 8 | 10,000 | 14,535 | 14,300 | 1st held 2006; includes registration & sponsorship. Associated w/ Line 29. |
| 9 | 0 | 7,250 | 5,000 | Started 2019-20; Anticipate some attrition due to COVID-19 |
| 10 | 0 | 0 | 1,000 | Per BOD instruction - budget \$1K, discuss further w/ PNWA regarding contribution + longevity |
| 12 | 310,510 | 296,491 | 257,400 | |
| Expenses | | | | |
| 17 | 108,828 | 112,379 | 113,000 | Update Association Management Services proposal; subject to Board approval |
| 19 | 0 | 0 | 3,000 | Monthly bank service fee + credit card charges |
| 21 | 1,000 | 6,432 | 0 | BOD discretion after review of FY; subject to Board approval |
| 22 | 775 | 2,150 | 2,050 | Conference call charges, Dedicated line, MSV cell phone for AD (phone purchase 2019-20) |
| 24 | 60,250 | 34,213 | 500 | 2020 CDA Convention cancelled; currently some prepaid golf expenses (will be rectified soon). <i>Placeholder</i> |
| 26 | 6,050 | 8,166 | 7,200 | Reduced # of copies for 2021 edition; Includes estimated taxes. Associated w/ Lines 4 & 5 |
| 27 | 500 | 0 | 500 | Last used 2017-18 Bruce Baldwin memorial. <i>Placeholder</i> |
| 28 | 8,508 | 2,448 | 2,250 | GEAPS, NGFA, Costco, AAA. |
| 29 | 6,000 | 5,700 | 5,700 | See Line 8 |
| 30 | 1,611 | 3,000 | 3,000 | G/L, Commercial Crime, D&O & Bumpershoot, Cyber: Estimate. <i>Placeholder</i> |
| 31 | 1,050 | 1,050 | 1,050 | State corp; fed & state unrelated biz taxes based on Directory Advertising; see Line 4 |
| 32 | 2,000 | 975 | 1,500 | BOD meetings (3); meeting registration (2-3); meeting expense dependent on meeting location |
| 33 | 5,246 | 3,455 | 3,580 | Printing, copies & misc. office supplies including events; omits Annual Report expense in light of COVID & cancelled Convention |
| 34 | 100 | 50 | 50 | Periodic parking + guest validation - placeholder |
| 36 | 1,290 | 1,035 | 1,455 | Includes directory mailing (see Line 4), scholarship, invoicing, Idaho Trout Fry postcard mailing, etc. |
| 37 | 4,900 | 5,375 | 3,000 | Estimated Tax prep + estimated Agreed Upon Procedures; subject to Board approval |
| 38 | 1,050 | 0 | 700 | Event sponsorship & promo items; includes TSWG & NGFA |
| 39 | 100 | 50 | 50 | Occasional publication purchases for Newsbulletin (or similar) research/articles |
| 40 | 500 | 400 | 400 | Outgoing directors (no Honorary recognition due to Convention cancellation) |
| 41 | 7,500 | 7,500 | 10,000 | Placeholder-actual distribution subject to Board approval @ April meeting; Associated w/ Lines 3, 7 & 8 |
| 42 | 3,500 | 3,000 | 1,000 | Currently some prepaid Raffle/Auction expenses (will be rectified soon). Associated w/ Line 3 & 7. <i>Placeholder</i> |
| 43 | 70,700 | 48,066 | 74,300 | WHSE; CEC; Pesticide Conference; Special Events - Includes new Safety Seminar. Associated w/ Line 7 |
| 44 | 800 | 800 | 800 | Combined with other Idaho event; not separate |
| 45 | 13,800 | 9,243 | 12,100 | AD outreach, PNWGFA events, NGFA (2), TSWG (1) & GEAPS (1) + Update BOD meetings. Subject to Board approval. |
| 46 | 2,400 | 515 | 1,300 | Mileage, rental car & parking reimbursement-driving to meetings & events |
| 47 | 1,000 | 1,000 | 4,500 | MemberClicks, website/database - all inclusive |
| 48 | 0 | 0 | 1,000 | Per BOD instruction - budget \$1K, discuss further w/ PNWA regarding contribution + longevity |
| 50 | 312,808 | 260,002 | 253,985 | |
| 59 | 2,450 | 6,901 | 4,700 | Input 2019-20 numbers + projected 2020-21 interest |
| 64 | 152 | 43,390 | 8,115 | * assumptions include postponing Dues Restructure + 2020 CDA Convention cancellation |

PNWGFA OLD BUSINESS



1. PNWGFA Association Management Transition



Geoff Horning, President/Owner
Update Management, Inc.
147 SE 102nd Avenue
Portland, OR 97216
t 503.253.9385 | f 503.253.9172
info@updatemanagement.com
www.updatemanagement.com

2. Dues Restructure Project – Association Update

Nomination Committee Report



2020-2021 PNWGFA Board of Directors Slate

Per PNWGFA Bylaws Article IV Directors, Section 3, *Number & Tenure*: “The Board of Directors of this association shall consist of 9 directors so chosen that two directors shall represent the classification of Direct members designated as country elevators in Section 2 (A-1) Article II of these Bylaws; two directors shall represent the classification of Direct members designated as exporter-merchandisers in Section 2 (A-2) Article II of these Bylaws; and one director shall represent the classification of Direct members designated as millers and feed manufacturers in Section 2 (A-3) Article II of these Bylaws. In addition to the above-named directors, there shall be four Directors-at-Large. The term of office of each elected director shall be three years. A director may be elected by the members to only two consecutive terms, but may be eligible for election to the board after one year following his last term of elected service. If a director’s two consecutive terms have expired and the director is an officer of the board, the director may continue to serve on the board until his succession through the officers’ chairs is complete.”

CANDIDATES:

| | | |
|--|---|---|
| Trudi Allenbach, Pacific Northwest Farmers Cooperative (Country Elevator) | Y | N |
| Scott Zuger, Lewis-Clark Terminal, Inc. (Director at Large) | Y | N |
| Derek Teal, Pomeroy Grain Growers (Director at Large) | Y | N |

Bylaws – Proposed Amendment #1



PROPOSED BYLAWS AMENDMENT #1 – REVISION OF MEMBERSHIP CATEGORIES, INCLUDING REMOVAL OF PNWGFA BRANCH MEMBERSHIP

Article II – Membership

CURRENT BYLAW AS WRITTEN: Membership Categories: (pg. 191-192 in 2020 Directory)

Section 1: The membership of the Association shall be divided into four classes, namely; (1) Direct members; (2) Associate members; (3) Branch members; and (4) Honorary members.

Proposed:

Section 1: The membership of the Association shall be divided into **three** classes, namely; (1) Direct members; (2) Associate members;; and (3) Honorary members. **(Branch class omitted.)**

ALSO PROPOSED:

Omit Section 2. C.: Branch Membership is a non-voting member category available to secondary facilities or additional office locations of either Direct or Associate members as defined above, for an additional annual dues fee to be set by the Board of Directors.

EXPLANATORY STATEMENT:

This proposed amendment removes the Branch membership category, streamlining all Direct members' dues by basing dues for this category solely upon the current Gross Annual Sales Volume chart, as identified on the PNWGFA membership form.

Bylaws – Proposed Amendment #2



PROPOSED BYLAWS AMENDMENT #2 – ADDITION OF ELECTRONIC / ONLINE VERBIAGE FOR MEMBERSHIP APPLICATION

Article II – Membership

CURRENT BYLAW AS WRITTEN: Membership Categories: (pg. 192 in 2020 Directory)

Section 3: A. Every application for Direct membership and Associate membership shall be in writing and shall be upon a form prescribed by the Board.

Proposed: A. Every application for Direct membership and Associate membership shall be **completed electronically, online or** in writing and shall be upon a form prescribed by the Board.

EXPLANATORY STATEMENT:

This proposed amendment adds digital language to incorporate technologies currently in use by PNWGFA membership as well as association management, as it relates to PNWGFA membership applications and perspective members.

Bylaws – Proposed Amendment #3



PROPOSED BYLAWS AMENDMENT #3 – DELETION OF STATEMENT REGARDING MEMBERS' DUES IN ARREARS

Article II – Membership

CURRENT BYLAW AS WRITTEN: Membership Categories: (pg. 192 in 2020 Directory)

Section 5: No member who may be delinquent in dues may vote or speak on any question in any meeting of the Association. The names of those firms in arrears six months or more shall be stricken from the roll of membership, such action to be reported to the Association in the next regular News Bulletin.

Proposed: No member who may be delinquent in dues may vote or speak on any question in any meeting of the Association. The names of those firms in arrears six months or more shall be stricken from the roll of membership. *(Delete last portion of the sentence.)*

EXPLANATORY STATEMENT:

This proposed amendment removes existing language regarding public notice of past due Membership Dues. Fiscal year = June 1 – May 31.

Bylaws – Proposed Amendment #4



PROPOSED BYLAWS AMENDMENT #4 – REVISE NUMBER OF REQUIRED VOTING MEMBERS TO CONSTITUTE AT QUORUM GENERAL MEETINGS

Article III – Meeting of Members

CURRENT BYLAW AS WRITTEN: Meeting of Members: (pg. 193 in 2020 Directory)

Section 2: Special meetings of members may be called at a designated place by the President or by the majority vote of the Board of Directors. At all general meetings, the presence of 25 voting members shall constitute a quorum.

Proposed:

Section 2: Special meetings of members may be called at a designated place by the President or by the majority vote of the Board of Directors. At all general meetings, the **majority vote of those members present** shall constitute a quorum. **(Omitted presence of 25 voting members.)**

EXPLANATORY STATEMENT:

This proposed amendment removes a required number of Direct members necessary to constitute a quorum, rather it allows for the majority of eligible voting members to constitute a quorum at General Meetings.

Bylaws – Proposed Amendment #5



PROPOSED BYLAWS AMENDMENT #5 – ADDITION OF DIGITAL MEANS FOR NOTICE OF MEETINGS

Article III – Meeting of Members

CURRENT BYLAW AS WRITTEN: Committees: (pg. 193 in 2020 Directory)

Section 3: Notice of meetings: Written or printed notices, stating the place, day, and hour of the meeting; and in case of a special meeting, the purpose or purposes for which the meeting is called shall be mailed not less than ten (10) days, nor more than forty (40) days, before the date of the meeting to each member qualified to vote.

Proposed:

Section 3: Notice of meetings: Written, **digital** or printed notices, stating the place, day, and hour of the meeting; and in case of a special meeting, the purpose or purposes for which the meeting is called shall be **distributed no** less than ten (10) days, nor more than forty (40) days, before the date of the meeting to each member qualified to vote. **(Omitted mailed.)**

EXPLANATORY STATEMENT:

This proposed amendment adds language to incorporate digital technologies when announcing PNWGFA member meetings.

Bylaws – Proposed Amendment #6



PROPOSED BYLAWS AMENDMENT #6 – REVISE NUMBER OF DAYS PRIOR TO THE ANNUAL MEETING THE PRESIDENT APPOINTS A NOMINATION COMMITTEE

Article III – Meeting of Members

CURRENT BYLAW AS WRITTEN: Meeting of Members: (pg. 197 in 2020 Directory)

Section 2: Nominations: At least ten (10) days prior to the annual meeting, the President shall appoint a Nomination Committee, whose duty shall be to recommend at the annual meeting, the names of persons to be elected Directors. Nominations of directors shall be by classifications as outlined in Article V, Section 3. The president may also ask the Committee to recommend a slate of officers to the Board of Directors for their consideration.

Proposed:

Section 2: Nominations: At least **thirty (30)** days prior to the annual meeting, the President shall appoint a Nomination Committee, whose duty shall be to recommend at the annual meeting, the names of persons to be elected Directors. Nominations of directors shall be by classifications as outlined in Article V, Section 3. The president may also ask the Committee to recommend a slate of officers to the Board of Directors for their consideration. **(Extends deadline to form Nominating Committee.)**

EXPLANATORY STATEMENT:

This proposed amendment revises the length of time prior to the Annual Meeting the President is required to appoint the Nomination Committee.

Bylaws – Proposed Amendment #7



PROPOSED BYLAWS AMENDMENT #7 – REVISE VERBIAGE REGARDING MEMBERSHIP NOTIFICATION OF PROPOSED BYLAWS AMENDMENTS

Article IX – Amendments

CURRENT BYLAW AS WRITTEN: Meeting of Members: (pg. 198 in 2020 Directory)

Section 2: Alterations and Amendments made by the Board of Directors shall take affect at such time as they may designate, and shall continue in force until approved or rejected by the members at a general meeting, as herein before provided. Notices of any amendments made by the Board shall be mailed to each Direct member at least two weeks prior to the general meeting at which such amendments are to be voted upon.

Proposed:

Section 2: Alterations and Amendments made by the Board of Directors shall take affect at such time as they may designate, and shall continue in force until approved or rejected by the members at a general meeting, as herein before provided. Notices of any amendments made by the Board shall be **distributed** to each Direct member at least two weeks prior to the general meeting at which such amendments are to be voted upon.
(Omitted mailed.)

EXPLANATORY STATEMENT:

This proposed amendment revises the word “mailed” to “distributed” to allow for digital notification to PNWGFA membership regarding proposed Bylaws Amendments. This motion is in line with general business and current PNWGFA management practices

PNWGFA NEW BUSINESS



1. PNWGFA Safety & Educational Programming Report – Margerie Vis
2. PNWGFA Annual Sponsorship Program



2020 - 2021 Sponsorship Levels



| Sponsor Benefit: | Platinum: \$10,000* | Premium: \$5,000* | Gold: \$2500* | Silver: \$1500* | Bronze: \$750* | Copper: \$500* |
|--|--|--|---------------------------------------|--------------------------------------|--|--------------------------------------|
| PNWGFA Warehousemen's Conference & Trade show registrations | • 2 comped registrations | • 1 comped registration | • 1 comped registration | • 1 comped registration | | |
| PNWGFA Annual Convention registrations | • 2 comped registrations | • 1 comped registration | | | | |
| Specialty Sponsor at the Annual Convention (Reception sponsor, hospitality suite sponsors, etc.) | • | • | • | | | |
| Full Page Advertisement in the 2020-2021 Directory | • full page/ color | • full page color | • full page B&W | • 1/2 page B&W | • 1/2 B&W | |
| Company name/logo on Audio/Visual Presentation at Annual Convention | • with large logo | • with large logo | • with logo | • with small logo | • name only | • name only |
| Additional Directory Buyer's Guide listings | • Unlimited # of listings | • Unlimited # of listings | • 5 additional listings (10 total) | • 3 additional listings (8 total) | • 2 additional listings (7 total) | • 1 additional listings (6 total) |
| Listed as a sponsor (by level) at all PNWGFA annual events | • with large logo | • with large logo | • with logo | • with logo | • with small logo | • with small logo |
| Name & logo listed (by level) on the PNWGFA website | • with link to website | • with link to website | • with link to website | • with link to website | • with link to website | • name only with link to website |
| Name & logo listed (by level) on all NewsBulletin Publications during the year | • with large logo & link to website | • with large logo & link to website | • with logo & link to website | • with logo & link to website | • with small logo & link to website | • name only with link to website |

*This is an alternate and one-step option to provide annual sponsorship to PNWGFA. If you prefer to continue event-by-event sponsorship, you will still be recognized in banners, online, etc., as an event sponsor. Please contact Margerie with questions.

2020

PACIFIC NORTHWEST
GRAIN & FEED ASSOCIATION



**THANK YOU FOR YOUR
MEMBERSHIP & SUPPORT!**