# !!!DRAFT!!!
# MACA BOARD OF DIRECTORS MEETING

November 8, 2012

MACA President Jason Paris called the meeting to order at 7:32 a.m. at the Airport Marriott Hotel, St. Louis, Missouri. The following board members were present:

| Name | Company |
|---|---|
| Don Bradley | Olympus Seed Treatment Formulator |
| Matt Ewers | Inland Empire Distribution Systems, Inc. |
| Sam Germer | RCI, Inc |
| Jeff Hayslett | AMVAC |
| John Howe | Winfield Solutions |
| Wayne Jelinek | Monsanto Company |
| Jason Paris | MFA, Inc |
| Dan Vest | GROWMARK, Inc |
| Matt Wagner | Banjo Corp. |
| Norm Wagoner | Agrilead |

Guests present: Tim Riley, AMVAC; Neil Cleveland, Bayer CropScience; Rick Welder, CropLife Media Group; Dale Phenicie, Environmental Affairs Consulting; Barbara Dunn, J.D., Howe & Hutton, Ltd.; Matt Miner, Junge Control; Carl Bartenhagen, Farmchem; Steve Taylor, MO-AG; and Diane Orf, CAN program manager.

Staff present: Executive Director Bonnie McCarvel and Jean Jochum, administrative assistant.

MACA Board of Directors absent: Steve Koziolek, Rosen's; Tom Quade, FMC Corporation; Greg Reigh, BASF; Tim Stoehr, Wilbur Ellis; and. Kathy Zander, South Dakota Agri-Business Association.

At the outset of the meeting, President Paris directed the attention of, and compliance by, all persons participating in the meeting to the "Anti-Trust and Fair Trade Practice Guidelines" which are attached to these minutes. President Paris also reminded everyone that Barbara Dunn, J.D., Howe & Hutton, was providing legal counsel for the meeting.

**Secretary/Treasurer's Report:** Immediate past president Matt Wagner presented the August 3, 2012 Board of Directors Meeting minutes for approval. A motion was made by Wagoner to accept the minutes as presented. The motion was seconded by Germer. Motion carried.

Immediate past president Matt Wagner presented the financial reports. A motion was made by Hayslett to accept the reports as presented. The motion was seconded by Riley. Motion carried.

President Paris then asked for committee reports as follows:

**Executive Committee**: Chair Jason Paris reported the committee had met and approved Neil Cleveland, Bayer CropScience for the two year term as an at-large member of the executive committee and then reviewed the board agenda, discussed the 2012 budget, 2013 proposed budget and financial investment options. Paris reported the committee had met with Joe Filla, CPA to discuss MACA's investment options. Paris reported that he had asked Wagner, Cleveland and Quade to work with McCarvel to develop guidelines for investing in stocks that provide dividends. Paris also reported that the committee discussed the fees for quarterly meetings. Currently, attendees are charged a $25 fee to help defray the costs of the meeting. However, as there are additional events on Wednesday evening, it is becoming more costly. Committee recommended that the actual cost – food, transportation and any admittance fee be determined and then divided equally among those who attend. This new fee structure will be implemented in 2013.

A motion was made by Riley and seconded by Wagoner to accept the committee report as presented. Discussion followed. Motion carried.

**Annual Meeting Committee:** Chair Don Bradley reported the committee had met and reviewed the 2012 annual meeting survey for speaker and topic ideas and they had started to develop a proposed 2013 agenda.

Motion was made by Wagner and seconded by Vest to accept the committee report as presented. Discussion followed. Motion carried.

**Distribution and Environment (D&E) Committee:** Chairman Matt Ewers reported the committee had met and Don Paulson had provided an update on the American Agronomic Stewardship Alliance (AASA) and the Bulk Storage for Ag Chemicals. In addition, Kevin Greene, DuPont had provided an update on the agricultural hours of service exemption. The committee had also developed the 2013 goals and budget request.

Motion was made by Wagner and seconded by Hayslett to accept the committee report as presented. Discussion followed. Motion carried.

**Crop Production Issues (CPI) Committee:** Committee vice chair Tim Riley reported the committee had met on Wednesday and worked on the 2013 goals and budget request. The CPI committee has developed a proposal for the MACA Young Leader Program to recognize a student from each of the 13 land-grant universities in the region to provide a scholarship to them plus attend the MACA Annual Meeting. The committee will be working to finalize the scholarship criteria and details of the program which they plan to implement in 2013.

Motion was made by Wagoner and seconded by Vest to accept the committee report as presented. Discussion followed. Motion carried.

**Industry Communications Committee**: President Paris asked CropLife Ambassador Program Manager Diane Orf to provide an update on the Ambassador program. Orf reported on the status of requests and the need for more ambassadors. McCarvel reported the committee had met on October 29 via conference call. The committee submitted goals and budget for 2013.

Motion was made by Wagoner and seconded by Wagner to accept the committee report as presented. Discussion followed. Motion carried.

**Regulatory and Environmental Issues Committee:** Chair Dan Vest reported the committee had met and asked Water Consultant Steve Taylor to provide a brief overview of the issues

which he has been working on behalf of MACA and their impact. Taylor introduced Dave Phenicie who is assisting with the water consulting contract to provide an update on the Great Lakes water initiatives.

Vest reported they had developed a 2013 budget request and goals.

Motion was made by Germer and seconded by Cleveland to accept the committee report as presented. Discussion followed. Motion carried.

**State Association Update** – No report as Kathy Zander, the board representative for the state associations, was not able to attend meeting due to illness.

**Executive Director:** McCarvel provided an update on the status of membership dues for 2013, planning for 2013 as well as coordinating speakers and details for the November quarterly meetings.

Motion was made by Wager and seconded by Hayslett to accept the Executive Director's report as presented. Motion carried.

**OLD BUSINESS:**

McCarvel and Dunn reported that the paperwork to have the MACA Logo registered and trademarked had been withdrawn after discussion with CropLife America and CropLife International. Thus MACA will not seek to have the MACA name or logo registered.

**NEW BUSINESS:**

2013 Meeting dates – Paris presented the proposed dates as follows:

- February 6, 2013 – Committee Meetings, St. Louis, MO
- February 7, 2013 – Board Meeting, St. Louis, MO
- June 5, 2013 – Committee Meetings, St. Louis, MO
- June 6, 2013 – Board Meeting, St. Louis, MO
- August 2, 2013 – Conference call with Board
- September 3-4-5, 2013 – MACA Annual Meeting, Omni Interlocken Resort, Broomfield, Colorado
- September 5, 2013 – 7:30 a.m., MACA Annual Business Meeting – Broomfield, Colorado
- November 6, 2013 – Committee meetings, St. Louis, MO
- November 7, 2013 – Board meeting, St. Louis, MO

Board of Directors meeting begin at 7:30 a.m. and conclude by noon.

Wagner moved to accept the dates as presented. Ewers seconded the motion. Discussion followed. Motion carried.

**2012 Financial Review** – McCarvel presented the estimate for Filla & Filla, CPAs to conduct the 2012 financial review and tax returns for $5,900 - $6,400. Vest moved to recommend the board accept the proposal as submitted by Filla & Filla. Riley seconded the motion. Motion carried.

**Committee Chairs/Vice Chairs** – Paris reported the following have agreed to serve as chair/vice chair for the 2012-2013 year:

**Program Committees:**

- Annual Meeting - Don Bradley, Chair; Steve Koziolek, Vice Chair and Paul Edsten, Vice Chair/Golf
- Crop Production Committee - Phil Harms, Chair and Tim Riley, Vice Chair
- Distribution & Environment - Matt Ewers – Chair and Jeff Frederick – Vice Chair
- Industry Communications & CAN Task Force - Doug Mertens, Chair and Tom Quade, Vice Chair
- Regulatory & Environmental Issues (REI) - Dan Vest, Chair and Duane Simpson, Vice Chair

**Standing Committees:**

| | |
|---|---|
| Executive Committee | Jason Paris – Chair<br>Greg Reigh – Vice Chair<br>Tom Quade– Secretary/Treasurer<br>Matt Wagner – Immediate Past President<br>Matt Miner – At-Large term (2013)<br>Neil Cleveland - At-Large (2014) |
| Nominating | Matt Wagner – Chair<br>Dave Flakne, Tim Stoehr, and John McKinney |
| Personnel | Matt Wagner – Chair |
| Strategic Planning Task Force | Greg Reigh – Chair |

Germer moved to accept the chairs & vice chairs as submitted by Paris. Wagoner seconded the motion. Discussion followed. Motion carried.

**2013 Budget –** Paris and McCarvel presented the budget, with the committee requests for funding included. Wagner moved to accept the budget as presented. Vest seconded the motion. Discussion followed. Motion carried. (Approved budget is attached to these minutes.)

**Next Meeting:** President Paris reported the next board meeting would be held on Thursday, February 6, 2013 at 7:30 am Central Time.

President Paris adjourned the meeting at 9:18 am.

Minutes taken by Bonnie McCarvel.

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MACA Secretary Date

**Attachments to Official Minutes:**
"Antitrust and Fair Trade Practice Guidelines"
2013 Budget

# MID AMERICA CROPLIFE ASSOCIATION
# (MACA)
# ANTITRUST AND FAIR TRADE GUIDELINES

While some activities among competitors in the same industry are both legal and beneficial to the industry, group activities of competitors are inherently suspect under the antitrust laws. Agreements or combinations between or among competitors need not be formal to raise questions under antitrust laws, but may include any kind of understanding, formal or informal, secretive or public, under which each of the parties can reasonably expect that another will follow a particular course of action.

Each individual is responsible to see that topics which may give an appearance of an agreement that would violate the antitrust laws are not discussed at your meetings. It is the responsibility of each individual in the first instance to avoid raising improper subjects for discussion. This reminder has been prepared to assure that individuals in meetings are aware of this obligation.

The following "Do" and "Do Not" highlight only the most basic antitrust principles. Each party and every individual at every meeting related thereto should be thoroughly familiar with his/her responsibilities under the antitrust laws and should consult counsel in all cases involving specific situations, interpretations, or advice.

**DO NOT**, in fact, discuss or exchange information in person, electronically or by other means regarding:

- Individual company prices, price changes, price differentials, mark-ups, discounts, allowances, credit terms, etc., or data that bear on price (e.g., costs, production, capacity, inventories, sales).
- Industry pricing policies, price levels, price changes, differentials, etc.
- Changes in industry production, capacity or inventories.
- Bids on contracts for particular products; procedures for responding to bid invitations.
- Plans of individual companies concerning the design, production, distribution or marketing of particular products, including proposed territories or customers.
- Matters relating to actual or potential individual customers or suppliers that might have the effect of excluding them from any market or of influencing the business conduct of firms toward such suppliers or customers.

**DO NOT** discuss or exchange information regarding the above matters during social gatherings incidental to meetings, or by electronic mail, even in jest.
**DO** adhere to prepared agendas for all meetings and object when meeting minutes do not accurately reflect the matters which transpired.
**DO** understand the purpose and authority of the group.
**DO** consult with your company counsel and your company policy guidelines on all antitrust questions before attending meetings.
**DO** protest against any discussions or meeting activities which appear to violate the antitrust laws; disassociate yourself from any such discussions or activities and leave any meeting in which they continue.

Notes:

- Approved by MACA Board of Directors – June 7, 2001

**2013 MACA Budget**

| | Budget | |
|---|---|---|
| **INCOME** | | |
| 3100-Ambassador Program Inc. | $ | 3,000 |
| 3200-Annual Meeting Income | $ | 85,000 |
| 3300-Dues | $ | 200,000 |
| 3400-Interest Income | $ | 15,000 |
| 3500-Miscellaneous | $ | 17,500 |
| 3700-WeatherPlot | $ | 1,000 |
| TOTAL INCOME | $ | 321,500 |
| | | |
| **EXPENSES** | | |
| 5100-Ambassador Program Exp | $ | 45,700 |
| 6000-Annual Meeting Expense | $ | 25,900 |
| 7000-Committee/Task Force Exp.: | | |
| 7100-Reg & Enviro Issues: | $ | 67,570 |
| 7300-Distribution & Environment: | $ | 3,300 |
| 7500-Industry Communications: | $ | 9,700 |
| 7800-Crop Production Issues: | $ | 55,050 |
| 8000-Overhead: | | |
| 8020-Equipment | $ | 3,000 |
| 8026-Grants | $ | 1,000 |
| 8028-Insurance | $ | 6,000 |
| 8060-Prof. Serv.(Auditor/legal) | $ | 11,000 |
| 8045-Miscellaneous | $ | 3,500 |
| Office Support | | |
| 8055-Postage/shipping | $ | 900 |
| 8075-Telephone | $ | 4,000 |
| 8070-Supplies | $ | 2,000 |
| 8300-WWW/Technology | $ | 9,000 |
| 8061-Rent - office | $ | 20,000 |
| 8063-Salaries/benefits | $ | 154,000 |
| 8100-Staff Travel | $ | 3,800 |
| 8200-Board of Directors | $ | 14,500 |
| TOTAL EXPENSES | $ | 439,920 |
| | | |
| TOTAL INCOME - EXPENSES | $ | (118,420) |
| | | |
| **Notes:** | | |
| * TPSA contract | | |
| *** TPSA contract to reduce | | |