### AWMA Special Meeting of the General Board of Directors

### September 14, 2025

### **Meeting Minutes**

Call to order by: Erick Aguirre, President

Meeting start time: September 14, 11:21 AM EDT

# AWMA

### Roll Call

- Executive Board
  - Present
    - Erick Aguirre, President
    - Jessica Johnson, Secretary
    - Beth Golder, Treasurer
    - Shannon Faltak, Membership Chair
    - Susan Kelly, Director at Large
    - Steve Cobb, South Regional Director (joined after Motion 1's vote started)
  - Not Present
    - (Vacant), Vice President
    - Monty Ellison, Director at Large
    - (Vacant), Director of Judges
    - (Vacant), North Regional Director
    - Gary Johnson, West Regional Director
- Present member clubs eligible to vote
  - o Ester Pullano, Amherst Working Dog Club
  - Anne Camper, Big Sky Working Dogs
  - Angela Rachmaciej, Cape Cod Schutzhund Club
  - Nick Bethard, Controlled Chaos WDC
  - o Amanda Kim, DFW Malinois Club
  - o Kjersti Daabakk, Granite State Working Malinois Club
  - o Allison Greene, High Altitude Dog Sport
  - o Mary Scanlon, High Drive Working Dog Club
  - o Christina Nyquist Caetano, Hoot Hoot Schutzhund Club
  - Hayssam Chdid, K9 Village Sport Club
  - o Bill Robinson, Kennebec Working Dog Club
  - o Anne Rodriguez, No Way Jose Working Dog Club



- o Mark Saccoccio, OG Gartenstaat
- Mike Diehl, OG Indianapolis Malinois Club
- o Christina Hansel, OG Pablo Schutzhund Club
- o Everhard Ernsting, Podium Belgian Shepherd Working Dog Club
- o Peter Lippincott Atkinson, Roswell Schutzen Club
- Sean Castro, Seacoast Working Dogs
- Taylor Fay, Spirit Working Dog Club
- Susan Miller, The Society SPWMH
- Melissa Hau, Ugly Dog Dojo
- Trisha Harper, Underground Working Dog Club
- Eva Emmell, Unified Canine Working Dog Club
- o Rebecca Wadsworth, Wheat State Working Dog Club
- o Emily Goodman, YMC Working Dog Club
- Present member clubs ineligible to vote
  - o Dana Aspinall, Maverick Sporthund
  - o Steve Billimack, Pleasant Valley Malinois Club
  - o Diane McKinney, Working Dog Club of Houston
  - Jamie Ceasar, Northeast Working Dog Club
  - o Skylar Johnson, RBF Dogsport Club
  - Jessica Gatewood, Trash Panda Malinois Club
  - o Rod Kemper, Malformation Hundesport
  - Peyton McDonald, Triceratops Working Dogs
  - o Jeroen Vunderlink, Buffalo Malinois Club

Motion 1 presented – Removal of Officers and Directors at Large (full details in Addendum A)

- Steve Billimack (ineligible to vote) raised concern at not being allowed to vote.
  - Beth Golder stated there was no record of a trial being held in 2024.
  - o Steve Billimack (ineligible to vote) confirmed paperwork was sent.
  - o Christina Hansel confirmed that she judged the trial.
  - Jessica Johnson, Beth Golder, and Shannon Faltak stated that the paperwork and payment was not submitted in time to be valid.
  - Steve Billimack (ineligible to vote) requested that the record note that he provided proof when requested, showed up to the meeting, was willing to vote, but was not allowed.
- Diane McKinney Pilcher (ineligible to vote) asserted that she has always been the club delegate and should be able to vote because her club had a trial in February 2025.
  - Beth Golder stated that Working Dog Club of Houston club had not declared a delegate and thus that club did not get to vote.

Motion 1 passed - 25 for, 5 against

Motion 2 presented – Removal of North Regional Director (full details in Addendum A)

- Nick Bethard (as author of the original motion) moved that motion to be removed because there is no North Regional Director.
  - Sean Castro seconded.
  - o Jessica Johnson stated that due to the court order, the motion cannot be removed.
  - o Erick Aguirre ruled that we need to vote.
- Shannon Faltak raised concerns about quorum due to no officers being present (due motion 1 passing).
  - Nick Bethard moved to strike Shannon Faltak's comments from the record because after motion 1 passed, she is no longer a GB member and should not be allowed to speak.
  - Sean Castro seconded.
  - This sequence of discussion remains in the minutes due to later discussion on the topic under motion 4.

Motion 2 passed - 13 for, 1 against, 9 abstain

Motion 3 presented – Removal of South Regional Director (full details in Addendum A)

- Nick Bethard pointed out that for the RD votes, only regional clubs are supposed to vote.
  - Erick Aguirre ruled that all GB members can vote, and non-regional clubs can abstain.
  - o Trisha Harper stated that abstaining is incorrect.
  - Shannon Faltak stated that everyone is supposed to be allowed to vote on all motions due to the court order.

Motion 3 passed - 15 for, 3 against, 7 abstain

Motion 4 presented – Removal of West Regional Director (full details in Addendum A)

- Shannon Faltak raised concerns about quorum due to no officers being present (due to motion 1 passing).
  - Nick Bethard moved to strike Shannon Faltak's comments from the record with a stated reason of she does not have a right to speak in this meeting due to Motion 1's passage.
  - Sean Castro seconded.
  - Shannon Faltak responded that due to the court order, the executive board is court ordered to complete the meeting and stay present in their roles.
  - Nick Bethard responded that if that is the stance, then quorum is met because the needed EB members are therefore present.

Motion 4 passed - 15 for, 2 against, 8 abstain

Motion 5 presented – Render the old EB ineligible to be elected until the next regular annual election in 2026 (full details in Addendum A)

- Jessica Johnson stated that motion 5 is not an anonymous vote.
  - o Erick Aguirre inquired why.
  - Shannon Faltak responded that anonymous votes are only required when someone's name is in the vote.
- Shannon Faltak raised concerns that motion 5 violates the AWMA bylaws and she stated the only
  requirements in the bylaws to serve on the EB are to be over 21 and have an IGP1, and as such,
  motion 5 should have been a bylaw amendment.
  - o Bill Robinson responded that the meeting and motions within were court ordered so we must proceed.
  - Becca Wadsworth moved to strike Shannon Faltak's comments here from the record.
  - o Sean Castro seconded.
  - No further discussion was made, and the meeting chair did not state to strike, so the record remains.

Motion 5 passed – 21 for, 3 against

Motion 6 presented – Appoint interim personnel to perform the duties of the President, Secretary, and Treasurer temporarily (full details in Addendum A)

- Erick Aguirre asked for clarification on the intent of this motion.
  - Nick Bethard explained that the motion is to appoint specific individuals to the interim positions.
- Becca Wadsworth motioned to appoint Denis Patrick Krigbaum as Interim President.
  - Trisha Harper seconded.
- Shannon Faltak raised concerns around the nomination rules in the bylaws.
  - Becca Wadsworth stated that this is a special motion per Sturgis, not the bylaws.
  - Nick Bethard clarified that the language in the petition is to appoint, not run an election.
  - Shannon Faltak stated that if it's an appointment, then we only need a motion, second, and no conflicting motion; an election is not needed.
  - Erick Aguirre agreed and stated that an ElectionBuddy was not necessary.
- Nick Bethard also clarified that the positions in question are not normal officer positions and are limited in power to bridge the gap until a new EB can be properly elected.

- Becca Wadsworth motioned to appoint Nick Bethard as Interim Secretary.
  - o Mike Diehl seconded.
- Allison Greene nominated Ivan Balabanov as Interim Secretary.
  - o Rod Kemper (ineligible to vote) seconded.
  - o Erick questioned the legitimacy of the nomination due to club voting status.
  - Through discussion, it was noted that High Altitude Dog Sport is a voting club in this meeting, but Malformation Hundesport is not.
  - Erick Aguirre also stated that Ivan Balabanov reached out to him directly and stated he was not willing to serve as Interim Secretary.
- Christina Nyquist Caetano clarified that Denis Patrick Krigbaum did state he's willing to serve as Interim President.
- Shannon Faltak stated concerns about whether Denis Patrick Krigbaum is willing to serve as Interim President because he was not on the call to answer the question, but subsequently she stated that we should move on.
- Becca Wadsworth motioned to appoint Christina Hansel as Interim Treasurer.
  - Trisha Harper seconded.
- Final appointments for Motion 6:
  - o Interim President Denis Patrick Krigbaum
  - o Interim Secretary Nick Bethard
  - o Interim Treasurer Christina Hansel

Erick Aguirre requested a motion to adjourn.

Jessica Johnson motioned to adjourn.

Nick Bethard seconded.

Meeting adjourned at 1:15 PM EDT.





# Petition for AWMA Special Meeting of the General Board of Directors – Removal of the Executive Board

We, the undersigned full member clubs of AWMA and concerned individuals, officially present our petition to hold a special meeting of the General Board of Directors (GB) of the AWMA per AWMA bylaws Article VI, Section 1, Subsection c, clause (ii). The purpose of this meeting would be to remove the existing Executive Board of Directors (EB) from office so that the organization can elect a new slate of leadership. Largely due to ongoing internal strife amongst the members of the EB, the EB has been rendered unable to function effectively and has represented AWMA poorly to the general public.

As a point of clarification, this is not intended to be a punitive action and is taken without prejudice against the volunteers who have given their time to the AWMA. As stated on page 173 of Sturgis, the procedure for removal of officers "... are quite different from those for disciplining or expulsion of a member."

Because our bylaws do not have any provisions to remove officers or directors and AWMA is incorporated in Arizona, we must look to the Arizona Revised Statutes (A.R.S.) for guidance. To understand some of the language we must first understand that per the definitions in A.R.S. § 10-3140, members of the GB are considered "members" as well as "directors". It should also be clarified that under the A.R.S., the GB is considered the "board of directors", and the EB is simply a subset of the GB.

A.R.S. § 10-3843, subsection B. states "A board of directors may remove any officer at any time with or without cause.". Additionally, A.R.S. § 10-3808, subsection B, paragraph 1 states "The members may remove one or more directors elected by them with or without cause …".

Pending the vote on the amendment to add a special election process for multiple EB vacancies, the AWMA bylaws clearly explain how to handle filling EB vacancies as long as at least one EB member remains. In the case of a completely empty EB, we must refer to Arizona law. While A.R.S. § 10-3811 clearly states that the board of directors (which in our case is the GB) may fill the vacancy, our bylaws are unclear about whether a GB election can happen in an odd numbered year. Thus, the special election process amendment is needed to clarify this. Due to this combined with the fact that the language has already been reviewed and approved by a lawyer pro bono, we request that this amendment be immediately sent to the GB for a seven day e-mail vote so that it may be completed prior to the special GB meeting that this petition is asking to schedule.

Petition signatures to follow on the next page.

### **Petition Signatures**

Trisha Harper Underground Working Dog Club

Mike Diehl OG Indianapolis Malinois Club

> Nicholas Bethard Controlled Chaos WDC

Heather Carberry Working Dog Club of Houston

Peter Atkinson Roswell Schutzhund Club

Mary Scanlon High Drive Working Dog Club

> Anne Camper Big Sky Working Dogs

Amanda Hoadley DFW Malinois Club

Steve Billimack Pleasant Valley Malinois Club

William Henry Robinson II Kennebec Working Dog Club

Ester Pullano Amherst Working Dog Club

> Teri Robinson AWMA Member

Acacia Brewer AWMA Volunteer and Co-author The

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Rebecca Wadsworth Wheat State Working Dog Club

Sarah Prelle Hoot Hoot Schutzhund Club

Christina Hansel OG Pablo Schutzhund Club

Emily Goodman YMC Working Dog Club

Eva Emmell Unified Canine Working Dog Club

Sean Castro Seacoast Working Dogs

Susan Miller The Society SPWMH

Mark Saccoccio OG Gartenstaat

Angela Rachmaciej Cape Cod Schutzhund Club

> Kjersti Dåbakk Granite State Working Malinois Club

Jamie Caesar Northeast Working Dog Club (Affiliate club)

> Brigitte Dietz AWMA Member

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### Motion 1) Removal of Officers and Directors at Large.

The board of directors of AWMA hereby remove all Officers of AWMA from office, including the President, Vice President, Treasurer, Secretary, Membership Chairperson, and Director of Judges, notwithstanding any currently vacant offices.

The members of AWMA hereby remove all Directors at Large of AWMA from office, notwithstanding any currently vacant offices.

### Motion 2) Removal of North Region Director.

The members of AWMA North Region hereby remove the North Region Director of AWMA from office.

### Motion 3) Removal of South Region Director.

The members of AWMA South Region hereby remove the South Region Director of AWMA from office.

### Motion 4) Removal of West Region Director.

The members of AWMA West Region hereby remove the West Region Director of AWMA from office.

## Motion 5) Render the old EB ineligible to be elected until the next regular annual election.

AWMA Bylaws Article VI (Boards of Directors), Section 2 (The Executive Board of Directors), Subsection d. (Duties) states "It shall be the duty of the Executive Board of Directors to conduct the affairs of AWMA that do not require a vote by the General Board of Directors as specified in these constitution and bylaws." Those individuals who have served on the EB from October 2024 until the present have shown an inability to work together to conduct the affairs of AWMA. As such, the members of AWMA hereby resolve that any individual who served on the Executive Board of Directors following the election on October 6, 2024 until the present are ineligible to be nominated for election to the Executive Board of Directors until the next standard election during the annual meeting of the General Board of Directors in 2026.

# Addendum to Petition for AWMA Special Meeting of the General Board of Directors – Removal of the Executive Board

As support for this petition has quickly grown and more thought has been given regarding the specifics of how the process will work to elect a new EB, some challenges have been discovered due to the potential lack of AWMA officers. The duties that some of these positions perform are integral to the established election process and continuity of the organization, so to ensure consistency we must choose individuals to perform critical duties on a temporary basis until the special election can take place.

In looking to A.R.S. § 10-3801 subsection B., we see that "All corporate powers shall be exercised by or under the authority of and the affairs of the corporation shall be managed under the direction of its board of directors...". Remembering that the GB is the board of directors as defined in A.R.S. § 10-3140, we see that the authority for the duties assigned to officers are ultimately under the authority of the GB. Thus, it is reasonable for the GB to appoint individuals to fulfil these duties on an interim basis until officers can be properly elected per the AWMA bylaws.

As a point of clarity, individuals selected and appointed as a result of Motion 6 shall not be rendered ineligible for election as a result of the passage of Motion 5.

### Addendum Signatures

Trisha Harper Underground Working Dog Club

Mike Diehl OG Indianapolis Malinois Club

> Nicholas Bethard Controlled Chaos WDC

Heather Carberry Working Dog Club of Houston

Peter Atkinson Roswell Schutzhund Club

Mary Scanlon High Drive Working Dog Club

> Anne Camper Big Sky Working Dogs

Rebecca Wadsworth

Wheat State Working Dog
Club

Sarah Prelle Hoot Hoot Schutzhund Club

Christina Hansel
OG Pablo Schutzhund Club

Emily Goodman YMC Working Dog Club

Eva Emmell Unified Canine Working Dog Club

Sean Castro Seacoast Working Dogs

Susan Miller The Society SPWMH RAN

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Addendum A Page 9 of 10

Amanda Hoadley DFW Malinois Club

Steve Billimack Pleasant Valley Malinois Club

William Henry Robinson II Kennebec Working Dog Club

Jamie Caesar Northeast Working Dog Club (Affiliate club)

> Teri Robinson **AWMA Member**

Acacia Brewer AWMA Volunteer and Co-author Mark Saccoccio OG Gartenstaat

Angela Rachmaciej Cape Cod Schutzhund Club

Ester Pullano Amherst Working Dog Club

**Brigitte Dietz** 

**AWMA Member** 

### Motion 6) Appoint interim personnel to perform the duties of the President and Secretary temporarily

The board of directors of the AWMA hereby select and appoint an "Interim President" for the limited purposes of performing all duties pertaining to the special election meeting which would normally be the duty of the President, and to discharge, in good faith and their reasonable discretion, such other duties of the office of the President as cannot reasonably be deferred until a President can be duly elected per the AWMA bylaws.

The board of directors of the AWMA hereby select and appoint an "Interim Secretary" for the limited purposes of performing all duties pertaining to the special election meeting which would normally be the duty of the Secretary, and to discharge, in good faith and their reasonable discretion, such other duties of the office of the Secretary as cannot reasonably be deferred until a Secretary can be duly elected per the AWMA bylaws.

The board of directors of the AWMA hereby select and appoint an "Interim Treasurer" for the limited purposes of performing any duties of the office of the Treasurer as cannot reasonably be deferred until a Treasurer can be duly elected per the AWMA bylaws.