



SHADE TREE, INC.

GENERAL CONTRACTORS & DEVELOPERS ★ CCB 91815

July 31, 2011

Board of Directors
American Kiko Goat Association
723 NW 23rd Street
Oklahoma City, OK 73103

DELIVERED VIA EMAIL to akgabod@kikogoats.com and akgaregistry@gmail.com

Re: Ethics complaint due to refusal to provide VGL numbers

Dear Board Members:

Under the provisions of Article XIII, Section 2(A), we are writing to file an ethics complaint against Dona Mason-Reneau, Julie Austin, Darlene Cullen, Lez'le Denson, Mike Guffey and Jean Gullion.

I. Applicable Standards.

Before explaining our complaint, we refer you to the AKGA's Constitution and Bylaws (C&BL) Article V, Sections 1 and 15, which provide as follows:

*"1. General Powers and Authority. The business and property of the Association shall be managed and controlled by the Board of Directors. The Board of Directors shall manage the affairs of the Association, and shall exercise all such powers and do such acts as are usually done by a Board of Directors, **subject at all times to the Association's Constitution and Bylaws**, and Supplemental Rules and Regulations." (emphasis added)*

*"15. Removal. If a complaint is submitted to the Board of Directors that a member of the Board has violated any portion of the ethical code of conduct or these bylaws, then the remaining Board of Directors or a committee convened by the Board shall investigate and, within thirty (30) days of final deliberation, present their findings for action. If the charges have been substantiated, removal of that Director shall be accomplished by a two-thirds majority vote of the remaining Board of Directors. **The accused Board member shall not participate in the investigation or removal process.**" (emphasis added)*

And to C&BL Article XIII, Section 1:

“Any member who willfully violates any provision of these bylaws, the code of ethics, or any other rule or regulation duly adopted by the Board of Directors, or who does anything to deceive the Association, a member, or nonmember or to harm the reputation of the Association or the integrity of the registry will be deemed guilty of conduct unbecoming a member and may be reprimanded, suspended, fined, or expelled in accordance with these bylaws. Such action will affect all persons deriving membership in the Association through such member.” (emphasis added)

And to C&BL Article VI , Section 5(A):

“Registrar shall be appointed by the Board of Directors and shall be responsible for the registration certification system for the Association. This system includes registration certificates, transfers, DNA notations, or any other certification that appears under the Association Logo and Seal. The Registrar shall, (i) receive and verify entries for insertion into the Registry, (ii) issue all Certificates of Registry, and keep a record of all such certificates issued, (iii) edit and maintain the registry, (iv) keep on file all documents constituting the authority for pedigrees and hold them subject to inspection by any Member of the Association and, (v) keep a record of all transfers of animals. If such responsibilities are delegated to an employee or agent, the registrar shall be responsible for and supervise the activities of any employee or agent working with the registry ensuring the integrity and safety of the registry in accordance with these bylaws and any Board approved guidelines.”

And finally, to the AKGA’s Code of Ethics:

“The American Kiko Goat Association (AKGA), its directors, members, and contract employees must, at all times, comply with all applicable Federal, State laws and regulations, the AKGA Constitution and Bylaws and the AKGA Supplemental Rules and Regulations (law.) The AKGA will not condone the activities of directors, members or contract employees who achieve results through violation of the law or unethical business practices. This includes payments for illegal acts, indirect contributions, rebates and bribery. The AKGA does not permit any activity that fails to stand the closest possible public scrutiny. All business conduct should be well above the minimum standards required by law. Accordingly, directors, members and contract employees must ensure that their actions cannot be interpreted as being, in any way, in contravention of the laws and regulations governing the AKGA’s operations. * Accurate and reliable records of many kinds are necessary to meet the AKGA’s legal and financial obligations and to manage the affairs of the AKGA. The AKGA’s books and records must reflect an accurate and timely manner of all business transactions and affairs. The directors, members and contract employees responsible for accounting and record keeping must fully disclose and release information as required law.”** (emphasis added)

II. Factual Background.

- On April 12, 2011, AKGA Board members Cullen, Denson, Guffey and Gullion voted to withhold VGL numbers from members who had requested copies of their goats' DNA records. According to the attached minutes of the AKGA Board meeting, new business item (f):

“Lez’le stated a recommendation had been received to “mark out” the VGL numbers on the DNA reports. Lez’le stated the VGL numbers are proprietary property of the AKGA such as the registration numbers for the animals and the purpose of providing the DNA reports is so owners have the parentage analysis and genetic markers for goats they own. Lez’le motioned to mark out or remove the VGL numbers on the DNA reports prior to them being sent to the owners. Jean 2nd. Further discussion concerning the motion. Concern expressed that by marking out the numbers, it would limit the registration of the animals to the AKGA only. Clarification that the VGL numbers have nothing to do with limiting the registration of animals with the AKGA or any other registry; the VGL number is the AKGA’s account number for that animal. Clarification neither members nor nonmembers will receive VGL numbers. Mike requested a roll call vote. Roll Call Vote: Darlene-yes, Lez’le-yes, Mike-yes, Jean-yes, Shane-no 4-yes, 1-no. Motion passed.”

- The following explanations for the Board’s decision were attributed to AKGA President Julie Austin in the minutes of the June 24, 2011 annual meeting of the membership, when she argued in opposition to a motion by a member to overrule the Board’s decision:

*“The VGL number is unique to the goat within the AKGA's account with UC Davis and because this information belongs to the AKGA, it was determined to keep it within the AKGA; **this information is an asset to the AKGA and has value to the organization and that is why the BOD voted to stop issuing the VGL numbers** on the DNA reports. *** The AKGA found out releasing the VGL Case numbers was a detrimental to the association and the BOD discontinued releasing them.”*

*“President Austin stated ‘a yes vote means that we're going to put the AKGA VGL Case numbers back on the DNA reports. When those items go out, I get my animal tested through AKGA; I get that VGL number, I take that VGL number and I go to UC Davis on my own and I test all that kid's kids. **So if you vote to rescind then we're providing that information and we could damage our income. We could damage our contract.** We contract to have an X number of samples go to UC Davis...”*

- On July 31, 2011, Mason-Reneau, acting as AKGA Registrar, refused our specific request to provide the VGL numbers for our animals; see attached email.

III. Complaint.

We allege that Cullen, Denson, Guffey and Gullion, in their roles as AKGA Board members, adopted a policy that is inconsistent with the C&BL, in violation of Article V, Section 1, the Code of Ethics, and Article XIII, Section 1.

We allege that Austin, in her role as AKGA President, publicly advocated for a policy that is inconsistent with the C&BL, in violation of Article V, Section 1, the Code of Ethics, and Article XIII, Section 1.

We allege that Mason-Reneau, in her role as AKGA Registrar, refused to allow a member access to registration-related information, in violation of C&BL Article VI, Section 5, the Code of Ethics, and Article XIII, Section 1.

IV. Discussion.

C&BL Article VI, Section 5 requires that the Registrar maintain a “registration certification system” that “includes registration certificates, transfers, DNA notations, or any other certification that appears under the Association Logo and Seal.” We contend that the DNA report, including its VGL identifier, is part of this “registration certification system.”

Section 5 also states that “[t]he Registrar shall *** keep on file all documents constituting the authority for pedigrees and hold them subject to inspection by any Member of the Association....” We contend that the word “all” gives members broad authority to examine the entire “registration certification system” and does not allow the Registrar to selectively hold back certain information.

We anticipate a defensive argument that the VGL numbers are not strictly “DNA notations” and that somehow, these are not really part of the “registration certification system,” but instead exist outside of that, with some other nebulous status that shields their disclosure. Not only do we disagree that the term is unclear, even if it was unclear, the Code of Ethics would still condemn the accused’s behaviors:

*“The AKGA does not permit any activity that fails to stand **the closest possible public scrutiny**. All business conduct should be well above the minimum standards required by law. Accordingly, directors, members and contract employees **must ensure that their actions cannot be interpreted as being, in any way, in contravention of the laws and regulations** governing the AKGA’s operations.”(emphasis added)*

The Code of Ethics clearly has zero tolerance for directors who search for a Clintonesque interpretation of certain words, in order to excuse inappropriate behavior. If there is any doubt, the Code of Ethics forbids the behavior.

July 31, 2011
AKGA Board of Directors
Page 5 of 5

The concept of full disclosure to members is embedded in the Code of Ethics; it requires that “the directors, members and contract employees responsible for accounting and record keeping must fully disclose and release information as required [by] law.” (Note that the Code of Ethics defines “the law” to include the C&BL.)

We further allege that because these actions were undertaken with the stated purpose of furthering the monetary income of the AKGA (we note, at the expense of the members), there is an additional violation of the portion of the Code of Ethics which states, “[t]he AKGA will not condone the activities of directors, members or contract employees who achieve results through violation of the law or unethical business practices.” The fact that the AKGA could make more money by holding members’ VGL numbers hostage does not excuse the accused’s behaviors; instead, it is yet another reason for concern.

V. Second Request for Information.

We hereby ask again for the provision of the VGL numbers of our animals, in accordance with our earlier emailed requests to the Registrar; the list of goats is attached to this letter. Failure to timely provide this information will cause us demonstrable financial harm.

Sincerely,



Mia Nelson
President, Shade Tree, Inc.

Attachments: April 12, 2011 Board of Directors minutes
 June 24, 2011 Annual Members’ Meeting minutes
 July 31, 2011 email from Dona Mason-Reneau
 List of goats for which VGL numbers were requested