

-Benton County Agricultural Society  
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Special Meeting Minutes  
Thursday, January 2<sup>nd</sup>, 2025 – 7:00pm  
Benton County Fairgrounds

A Special Meeting for the Benton County Agricultural Society was held on Thursday, January 2<sup>nd</sup>, 2025 at 7:00pm at the Benton County Fair Grounds Office.

**Present:** Ken Bemboom, Vice President; Jill Zanardi, Executive Secretary; Mary Ostby, Treasurer; Nancy Zupan, Jody Prom, Adam Scapanski, Vince Thiel, Jimmy Zanardi, Erich Rothstein, Scott Morris and Sam Morris

**Absent:** Karen Sakry, Jennifer Dingmann, Ted Prom

**Guests:** Bob Skuza; Ashley Bukowski, Attorney

Vice-President Ken Bemboom convened the meeting at 7:02pm, and informed all present that the meeting was being recorded.

Code of Conduct: Ken Bemboom started out the meeting by saying that he feels somewhat out of his comfort zone in chairing this meeting, and he would like all present to ask questions as needed as well as be open and respectful of each other's comments. At the last meeting, tempers flared, there were outbursts, and profanity was used. It was taped by a director. Guest, Ashley Bukowski, encouraged the board to tape all meetings. Jody requested who taped it, as well as to listen to the tape, since she and others were not present for that part of the meeting. Ashley discussed Minnesota Statutes for taping, and only one person needs to know that the meeting is being taped for it to be legal. Vince asked if the person who taped the meeting would be willing to step forward and allow the tape to be heard. We cannot legally require that to happen, and there was no response. The question was raised as to how long the tapes need to be kept; Jill will follow-up on this.

Ken asked that everyone try and keep their personal feelings out of the room, and also that all other items on the posted agenda be tabled. Scott made a motion to table all agenda items, seconded by Jimmy. Motion passed.

At this point, Ken shared a generic code of conduct email that he had received from Vince. Vince indicated this was developed from the Lion's Club, and it is very basic and easy to understand. The question was raised if this should be added to the bylaws. Ken stated that this is more of a policy type thing, and this is what he will refer to as a guideline as we go through future meetings. Ken discussed how complaints are handled through the executive committee. In this situation, all members of the executive committee are involved in one way or another, except for himself. He does not feel comfortable handling this on his own. Each person with a complaint was given the opportunity to meet with the executive committee, specifically Mary and Ken. He now feels that this is a board situation to handle. Rod questioned the number of complaints, and Ken indicated there are four, and ask that we keep in mind the code of conduct and be respect each other as we work toward a resolution. Erich asked for an introduction of Ashley, since he did not know her. Ken introduced Ashley as the attorney who represents the Ag Society. Jimmy asked for the specifics of the complaints. Ashley indicated that these have to be kept confidential at this time, as the investigation continues. Vince asked who had the recording and if they are willing to turn it over. Bob asked if this is not released, will it hinder us from moving forward. He also questioned if this recording was being used as leverage by the person who has the recording. If so, he feels this is

'bullshit', and it will not do anything to help the board move forward. Erich stated that as a new member, he has been observing for about six months. He knows that there is a lot of history and different persons involved and that years ago, it was run differently. As a new member, his most important responsibility as a board member is to the Ag Society and the revenue generated. In order to serve the budget and the society, nothing done can be taken personally by anyone. If someone cannot do this, they have no place on this board. The hours of conversation regarding this issue has taken away from time that should be devoted to taking care of the business of the board. This has turned into a huge distraction, and he did not sign up for this. He does not want to be on a board which was unofficially recorded. He has also heard that if this does not go their way, they will look at litigation. He will not be part of that and he will not be here; others agreed.

Ken stated that this board has taken giant steps forward in being transparent. We need to be able to tell others where the money is spent and continue to be transparent with that. The question was raised if the complaints were confidential. Ashley said they are at this time. Vince, and others, asked how they were supposed to make decisions without knowing any of the information. Jimmy stated that he is not able to respond to an email without knowing what he can say and what he cannot. Ashley stated that they are not making a recommendation to the board, pending further investigation. Ken questioned if this needs to be fixed tonight. He does not want to offend anyone, but he feels there is pressure on him. Jimmy asked if we can appoint a temporary executive committee to assist Ken and help investigate the complaints, or do we ask for a mediator. Vince stated that he would like to read the complaints and here the tape of the meeting to be able to make an informed decision; others agreed. It was stated that with all of this, those involved in the complaints would have to abstain from being a part of this.

Ashley indicated that we can appoint a temporary executive committee, adding two persons to assist Ken in the investigation. If there is merit to the complaints, they will make a recommendation to the board. Ken asked how to appoint a temporary executive committee. Ashley indicated this could be on a volunteer basis. Ted has already recused himself. Mary and Jill have recused themselves as of tonight. At this point, Ken asked for volunteers. Both Rod and Scott stepped forward. Kimmy made a motion to appoint Rod and Scott to a temporary executive committee with Ken, to investigate the complaint letters filed and make a recommendation to the board, seconded by Adam. Motion passed. Nancy abstained.

Ken asked for anything additional from anyone. Scott asked if the temporary executive committee would gain access to the tape recording discussed earlier, and Rod agreed he would also like to hear it. This will be handled by Ashley and Ken. Erich questioned the timeline for getting this done, as he does not want to continue to waste his donated time, and if this continues, he is out.

Ken asked for a recommendation for the next special meeting, since the regular January meeting is scheduled for January 21<sup>st</sup>. A special meeting is scheduled for Tuesday, January 14<sup>th</sup>, 2025, for a recommendation from the Temporary Executive Committee.

**Adjournment:** Jimmy made a motion to adjourn, seconded by Rod. Meeting adjourned at 7:50pm.

Respectfully Submitted,

Jill Zanardi  
Executive Secretary