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**Conference Call Meeting**
**January 11 2016**

A conference call meeting was scheduled for 7:00 pm on January 11, 2016 to discuss the proposed changes in the by-laws.

Present on the call: Jill Feller, Bonnie Mielke, Dianne Schmidt, Jon Wagner, Maxine Bernsdorf, Nicole Mauser-Storer, Sarah Mowrer, Theresa Meyer, Tony Troyer, Wayne Gastfield; Guest: Art Priez

Article 1:

- Most of the changes in this section were 'housekeeping' to correct addresses and titles.
- Added: Section 2: *The Secretary/Treasurer shall be responsible for annual or periodic renewals of the corporation's good standing with Minnesota Secretary of State.*
    - No discussion was held to this addition to this section; currently the president was taking care of this annual renewal.

Article 2:

- Most of the changes in this section were 'housekeeping'.
- Added: February to the sentence: *An Annual Meeting shall be held in January or February of each year commencing in 198.*
    - A short discussion was held about why February would be added. The annual convention has held in February once due to better pricing and availability with the convention hotel. Adding February, gives UMECRA some flexibility; the preferred convention month is January.

Article 3:

- Section 1: Written notice of the Annual Meeting shall be published in a report to the members *postmarked via U.S. Mail or sent via membership email address at least five business days prior to the meeting or by posting the same on the UMECRA website www.umecra.com.*
    - A discussion was held if the last 'or' should be 'and'. IF and was put into the sentence, it would change how UMECRA currently announces the annual meeting. Currently the meeting date is posted on the website and is advertised in the newsletter. There are many UMECRA members who do not receive the newsletter, by their own choice, and go to the website to read it. Replacing the word 'or' with 'and' would mean that everyone one of these members would need to be sent an email or letter announcing the annual meeting. After discussing the pros and cons of the 'or' 'and' dilemma the BOD decided 'or' would be the proper choice for this sentence.
- Section 2:
    - Special meetings: There was some housekeeping in this section also. The biggest change was who can request the special meeting and who will pay for the room. The proposed change states: Special meetings of the Corporation may be called at any time upon request of the President, Vice President or a majority of the members of the Board of Directors, or upon written request *submitted by certified U.S. Mail with return receipt requested by half or more of the endurance/competitive trail rides sanctioned the immediately preceding year/season by its ride managers as listed on its original sanctioning application. If a Special Meeting is so requested by the majority of the ride*

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*events as described, then they must procure and pay for the meeting room. The Executive Board will promptly decide in which city the meeting will be held.*
  - There was a lengthy discussion about the sentence stating that the ride managers requesting a special meeting would have to procure and pay for the meeting room. The BOD members were divided on this issue. Having the RM's procure and pay for the room would ensure that they were serious about needing a special meeting; however, if ½ of the RM's feel a special meeting is needed, they already are serious and they should not need to procure and pay for the meeting room. The BOD decided to continue this discussion at the morning meeting at the convention as no agreement could be made during this call.
- Section 3:
  - Quorum: changing the quorum has been an on-going discussion with the BOD for over a year with many different opinions. The by-law proposed language creates a higher standard than previously needed to create a quorum. The proposed language is: *A quorum is determined based upon the presence in person at an Annual or Special Meeting of official voting delegates representing either twenty (20) of the previous year's or season's sanctioned and held endurance/competitive trail ride evens or twenty-five (25) of the eligible voting delegates, not including alternate voting delegates nominated by any endurance/competitive trail ride sanctioned the immediately preceding year/season as recorded by the Secretary, whichever is less, plus the President or Vice President and at least one (1) Rider Representative.*
  - Note: eligible voting delegates include Rider Representatives and the Veterinarian Representative
  - A discussion followed regarding this proposed language. Looking back at the previous annual meeting in MI, there were enough eligible voting delegates at that meeting to satisfy this quorum definition. After discussion, not changes were made to the proposed language.
- Section 5:
  - Delegates: the proposed wording changes include: *Official voting delegates must have actively participated in the management of the endurance/competitive trail ride and be listed on the sanctioning application.*
    - A short discussion was held on how to police this; this will be the honor system. The sanctioning form will be updated to reflect this change if this proposed language is approved.
  - Proposed: *Ride managers of cancelled rides, who have paid their sanctioning fees before the ride has been cancelled, and where the cancellation occurred for good cause shown, shall retain voting rights for the next Annual Meeting.*
    - A short discussion followed but no changes to the proposed language were suggested.
- Section 6:
  - Voting Procedures: the proposed wording: *Each sanctioned and held endurance/competitive trail ride sanctioned and held from the immediate preceding year/season shall be entitled to appoint a single voting delegate for each ride-da of their ride/event. For example, for a ride held over a Friday, Saturday and Sunday, that event shall be entitled to three (3) voting delegates, regardless of whether they have multiple*

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*divisions or events on a particular ride day up to a maximum of seven (7) delegates. Any endurance/competitive trail ride which schedules itself to exceed seven (7) days must apply for as a separate event for those additional days, and in the case of consecutive scheduled events shall still be limited to seven (7) voting delegates.*

    - Art explained to the BOD that the reasoning behind this proposed language is to prevent one ride to dominate a quorum. No further discussion was held.

- Article V: Section 2:
  - Code of Conduct: *Upon election or appointment, the Board of Directors and appointees shall sign and abide by the UMECRA Board of Directors Code of Conduct, as adopted by the Board from time to time. Failure to do so will result in disciplinary action and may lead to removal from the board by the affirmative vote of a majority of the attending quorum of Board of Directors.*
    - The proposed language was welcomed by the BOD. The BOD created a Code of Conduct for members in 2015; however, if a BOD member violated any of the code, there was not consequences. The BOD also wanted to show that the Code of Conduct was an important part of UMECRA and requested Art to add language to the by-laws. Art had previously approved the Code of Conduct document before the BOD signed copies of it.
- Article VIII: Membership: Section 3:
  - Rider Representative: the proposed language in the last sentence: Family memberships shall be entitled to as many votes, up to a maximum of two per family membership as there are *members aged 14 or older in* the family unit.
    - Art explained that in MN, children age 14 and older are considered legal for certain rights and since UMECRA is a MN corporation, the legal language was inserted it the by-laws.
      - No further discussion on this proposed wording.

There was no other sections of the proposed by-laws that were discussed during this call.

Respectfully submitted,

Jill Feller
UMECRA Secretary/Treasurer