

UMECRA Draft Minutes from the March 25, 2017 BoD Meeting

- A. Call to Order** The meeting was called to order by President Theresa Meyer at 11:05 am.
- B. Roll Call** Also in attendance were board members Joslyn Seefeldt, Jon Wagner, Maxine Bernsdorf, Janette Sasena, Nicole Mauser-Storer, Bonnie Mielke, Peggy Pasillas, Tony Troyer, Bill Suskey, Dr. Wes Elford, Bruce Birr, and by telephone for most of the meeting, Lisa Germann. Guests in attendance were Laura Husser, Linda Jacobson, and Ruth Casserly.
- C. Approval of Agenda** After adding Old Business item 7B (regarding ICF), the agenda was approved by consensus.
- D. Approval of previous minutes** Minutes from the previous meeting were approved by motion / second of Bill Suskey / Maxine Bernsdorf, and passed unanimously.
- E. Treasurer's report** There treasurer's report was handed out (copy attached) and was unanimously approved by motion of Tony and Bonnie.
- F. Old Business**

1. *Did everyone sign code of conduct?* Discussion ensued on whether we knew who and who had not yet signed the code of conduct. Bruce will check into where those records may be. Other discussion led to a motion and second by Bonnie and Jon stating that a signed code of conduct was good for the duration of any contiguous board member service, and that copies of the code of conduct were to be available at the annual meeting and signatures garnered right after board member makeup was known at that meeting. This passed unanimously.

2. *Can we make quorum with the following change: **ARTICLE III Section 3. QUORUM FOR ANNUAL OR SPECIAL MEETINGS.** A quorum is determined based upon the presence in person at an Annual or Special Meeting of official voting delegates representing twenty (20) of the immediately preceding year/season's sanctioned endurance/competitive trail ride events as recorded by the Secretary, plus the President or Vice President, and at least one (1) Rider Representative. After a Meeting is duly commenced, the absence of a quorum in the meeting room/hall at any meeting may result in adjournment from time to time at the discretion of the President or the Vice President. However, unless the meeting has been so adjourned, the delegates present at a duly called or held meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. The President, or in their absence, the Vice President, or in their absence any other person designated from time to time by a majority of the Board of Directors, shall preside at all Annual or Special meetings. (1/28/17)*

Deleted suggested language during meeting: or twenty-five (25) of the eligible voting delegates, not including alternative voting delegates (see Section 5 below), nominated by any endurance/competitive trail ride sanctioned the immediately preceding year/season

This topic was discussed moderately. Jon stated that a way to automatically adjust the number of ride managers needed for a quorum be based on a percentage of the number of rides held, so that if that number fluctuated, the number needed for a quorum would adjust accordingly. Peggy stated that there

should be a requirement to have at least one ride manager from each of the four primary states, and this was discussed as being ideal, but could possibly hamstring the ability to meet a quorum if a state decided to boycott the annual meeting for some reason. Eventually, it was decided that the 4-states requirement was good, but not feasible to mandate. Bruce stated he thought a good percentage of rides to use for the quorum number be 40%. Eventually a motion and second was made by Tony and Joslyn that this be the percentage used, and this passed unanimously. Proposed wording that will be voted on at the 2018 annual meeting:

ARTICLE III Section 3. QUORUM FOR ANNUAL OR SPECIAL MEETINGS. A quorum is determined based upon the presence in person at an Annual or Special Meeting of official voting delegates representing **forty percent (40%)** ~~twenty (20)~~ of the immediately preceding year/season's sanctioned endurance/competitive trail ride events as recorded by the Secretary, plus the President or Vice President, and at least one (1) Rider Representative. After a Meeting is duly commenced, the absence of a quorum in the meeting room/hall at any meeting may result in adjournment from time to time at the discretion of the President or the Vice President. However, unless the meeting has been so adjourned, the delegates present at a duly called or held meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. The President, or in their absence, the Vice President, or in their absence any other person designated from time to time by a majority of the Board of Directors, shall preside at all Annual or Special meetings.
(1/28/17)

3. Proposed rewording from annual meeting:

ARTICLE III_Section 5. *Each endurance/competitive trail ride sanctioned the immediately preceding year/season, by one of its ride managers as listed on its sanctioning form shall submit the names of its official voting delegates or its authorized alternate voting delegate(s) [also referred to as proxies] to be recorded by the Corporate Secretary prior to any meeting of members. Official voting delegates must have actively participated in the management of the endurance/competitive trail ride and be listed on the sanctioning application. 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.*

Motion by Elinore Tonsor, seconded by Stacy Vanderwoude to amend wording by removing sentence above that has strikeout through it.

After discussion of wording, motion made by Bob Egerer, seconded by Jon Wagner to 'commit' this article to go back to committee for rewording; passed

After discussion, a motion and second was made by Tony and Peggy respectively, that passed unanimously, that stated that the strikeout section of the above be changed to read as follows (in bold italic underline) and will be presented at the next annual meeting.

ARTICLE III_Section 5. Each endurance/competitive trail ride sanctioned the immediately preceding year/season, by one of its ride managers as listed on its sanctioning form shall submit the names of its official voting delegates or its authorized alternate voting delegate(s) [also referred to as proxies] to be recorded by

the Corporate Secretary prior to any meeting of members **Ride managers as listed on their sanctioning form, or as amended, must have actually participated in the management of the sanctioned event.** 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.

4. Proposal to add definition of terms to appendix of bylaws, including definition of simple majority as UMECRA has been using it.

ARTICLE VI- Officers- Section 1. ELECTION When a quorum of the delegates is present at the annual meeting, ~~a simple majority~~ the person receiving the highest number of votes shall be elected ~~a president, a vice president and or a secretary/treasurer,~~ all of whom shall be members of the Board. Commencing at the January 2008 convention, the President will be elected to a two-year term. Commencing at the January 2007 convention the Vice President and Secretary/Treasurer will be elected to a two-year term. Said officers shall hold office until their successors are elected and qualified.

- Motion made by Wes Elford, seconded by Tony Troyer to accept the changed wording above. In this scenario, the person getting the highest number of votes would be elected. Failed.
- Tony amends it to say 'a majority of the votes' seconded by Wes Elford. Person would need to get 51% of the vote in this scenario in order to be elected; there could be more than one vote taken until someone gets 51% of the vote. Failed- 23 votes
- Motion made by Jen Moore, seconded by Tony Troyer: a majority of votes with successive votes will be held removing the individual who received the least amount of votes until a majority is held by a candidate; failed.
- Wording will remain as "Simple majority".

This was discussed. Jon suggested we leave the language alone since it has stood and been used for years, and if anyone wants to change it, let them come up with some language to be considered. Bill agreed, as did most or all of the Board. No action was taken, and it is being left alone.

4. Electronic Election of Rider Rep - How to we deal with family ballots? Do a test with number voting?

There was slight discussion on Bill's suggestion to require one email address per voting member. Motion by Bill and second by Maxine has the wording stated as follows: "Each eligible vote will require a separate email address for the purpose of electronic balloting for rider reps." This passed unanimously, with discussion afterward on the issue of collection email addresses, and that this is to be publicized heavily in the newsletter.

5. Promotions - Spring/Summer efforts

There was discussion on upcoming clinics and other things of a promotional nature: DRAW clinic, MNDRA clinic April 8, Midwest Horse Fair in April, MN Expo the last weekend of April. No known MI clinics, though WR rides are holding novice rides on all weekends. Bruce mentioned what MI has done the last few years with half-price memberships for new folks who join at the MI Horse Expo. Bruce was instructed that tracking

new members obtained at various clinics is something that has been (and should be) done in the membership database.

6. Board standard operating procedures

Theresa asked Board members to write up SOP's for their positions by April 30, even if only to get a draft version of those down on paper to start the process. While Jill developed a rather extensive one for the Sec-Treas position, SOP's were also needed for President, Vice-President, Vet Rep, and Director-at-Large, Sanctioning Coordinator, and maybe others.

7. AHAM/Hopkins Creek

It was mentioned that no response had been received yet from GLDRA or Dakes to the letter which had been sent to them by Theresa. She also mentioned that the ride flyer for that ride on the AERC website still listed the ride as having UMECRA sanctioning, and Theresa will contact both Dakes and AERC to have that statement removed.

7B. ICF

Bill suggested that the present listed requirements for adults and juniors (which currently differ) should be equalized. He made a motion (seconded by Peggy) that the ICF grant request language be amended to state as follows: The following guidelines have been established for the ICF fund:

- o Rides requesting funds to host an FEI ride will need to be a UMECRA sanctioned ride for at least the past 2 years.
- o ~~Adult Riders:~~ Riders: must have at least 500 lifetime ride miles in UMECRA and a minimum of 200 UMECRA ride miles/(in the previous calendar) year. Requested funds can only be used for 3 or 4 star FEI rides,
- o ~~Young Riders: riders must be 14-21 years old. Riders must have a minimum of 200 UMECRA ride miles/year. Requested funds can only be used for Young Rider Championship events.~~ o The UMECRA BOD will approve requests for ICF grant money.
- o The maximum amount of grant money to be removed from the ICF fund within one UMECRA fiscal year is \$1500.
- o The ICF fund will carry a minimum balance of \$500.

This was passed unanimously by the Board.

8. 2017 Convention Review - including financial

This topic was discussed at some length, with comments on the 'different' way that this past convention was managed, to how it should be managed. Historically, there was only one contact person in touch with the hosting hotel, but this year had at least two, and a lot of confusion and delineating of costs and payments ensued. Theresa asked Bruce to prepare a small table/chart to clearly and accurately depict the income and costs of the convention, and he said he would do that the next week. Due to the unbalanced way in which hotel costs were handled, Tony made a motion (with Joslyn seconding) for UMECRA to reimburse AHDRA some of their added expense due to the mixed up situation, in the amount of \$419.18. This passed with one NO vote. Discussion followed on the problems which were encountered, ranging from financial accounting to some upset family members for comments made to them at the convention. Convention guidelines were and are discussed later during this meeting.

G. New Business

1. Friday night room fees for Rochester Convention

This was already dealt with in the immediately preceeding board discussion and action.

2. Convention 2018

Tony and Nicole described their accomplishments with regard to room and other rates to date for the 2018 convention in Rockford. The speaker is booked and preparations are coming along nicely.

2. *MI for convention 2019?*

Bruce stated that nothing definitive is in place, but did want to get some information on the number of motel rooms which needed to be available (he was told 40-60 rooms is adequate), and the capacity needed in the main meeting room (and he was told 100-125). He stated that he had gleaned a lot listening to Tony discuss the plans made for Rockford, and that he was texting with Kathy Macki regarding the above numbers and a facility in the Escanaba area. He and Kathy will meet them next week to start preparations, and that they were hoping that an Escanaba area facility would be more conducive to UMECRA membership attendance than if it were to be held in Lower Michigan.

3. *Update convention guidelines update rates.*

There was discussion on amending the Convention Guidelines page, and some changes were approved, with more to be adjusted in the future. It was stated that we should ask those who request special diets to state their preference, and turn that over to the hotel for their abilities to provide same, with the understanding that there may be a higher cost for that (this in response to the comments that a vegetarian and/or gluten-free option be made available). A committee was drawn up to tackle the Convention Guidelines consisting of Tony (Chair), Nicole, Bruce, and Kathy Macki.

4. *Convention fee*

There was discussion on the need for a convention fee if rates were high enough already in the banquet charge. It was felt that those who do not buy a dinner ticket should still pay something to come for the speaker presentations. It was moved and seconded, by Bonnie and Jon respectively, that we delete item #12 from the Convention Guidelines, and this passed unanimously. (The previous Convention Guidelines item #12 read as follows: "All attendees that come to a speaker need to pay the convention fee; this includes both members and non-members.")

5. *Secretary/Treasurer position transition*

Bruce stated that there was a learning curve involved, and that the workload was greater than he anticipated, but that he was starting to get things under control. He asked for some clarifications on the use of Dropbox and QuickBooks, and received some very useful help with using Dropbox from Nicole after the meeting. Wes commented that perhaps the Secretary and Treasurer jobs should be separated, and this resulted in some discussion but no further action.

6. *Review of Annual Mtg. 2017 - Any tweaks to the meeting guidelines?*

There was general agreement that things seemed to work well.

7. *AERC drug rule, UMECRA drug rule*

After some discussion, there was a motion and second by Peggy and Tony respectively, to change or add the following wording to our rulebook: "All horses entered in a sanctioned event must not be under the influence of...". This would come up for vote at our next annual meeting, and this was passed by the board unanimously. The current wording is this:

UMECRA General Rules – Rider Requirements F. ~~Horses~~ All horses entered in a sanctioned event must not be under the influence of drugs, medications or stimulants, except those allowed by AERC, and may be subject to drug analysis while entered in the ride (See AERC Rule 13 and its Appendixes for allowed and prohibited substances and treatments.) (2015)

8. Follow endurance rules in general rules

As the meeting was long and it was getting late, this was one item that was set aside until a later meeting, such as in November.

10 Define event duration

This was another item which started to be discussed, but realizing it was not an easy or quick task, this was set aside as well.

11. Conference call monthly meetings

This was briefly discussed with no formal action taken, though it is expected that we will have monthly conference calls.

12. Trail Grants & Other Funds Requests

Bruce stated that he had received one or more such requests, but had forgotten them at home and that he would email them to the board for review the following week.

13. Ride insurance update?

Bruce stated that he was getting more familiar with his job, and that he would get up-to-speed on handling this in a more timely fashion. As Jill had volunteered to be the ‘resident agent’ for this year, we would not have to delay things any longer (this in response to an email that Bruce got stating that if the insurance remained in his name and he being from a different state, the insurance company would have to review everything and possibly at a different cost).

14. Competitive score sheet

There was a LOT of discussion on this, especially as some comments had been received from some members about their agreement or disagreement with the proposed scoresheet. Areas of concern were (among others) ‘lesions’, ‘lift and palpate’, and ‘fatigue and attitude’. Ultimately, the decision was to rework the current (old) form into the new form, without (for now) making any changes to the scoring process. Bill and Jon both pointed out that when we do tackle this at the annual meeting, that we “parcel process” it similar to how we do/did bylaw amendments. Nicole will re-draft the new form with the current (old) form scoring. A committee was selected to continue working on this, and consists of Linda, Lisa, Ruth, Laura, Nicole, and Wes.

15. Ride entry agreement

A draft of the new ride entry agreement was distributed, and it was felt we could make it fit on one side of one page. Bill offered to help Bruce accomplish that. Jon wondered why we were changing it after Art had already approved our old one, and we decided to stay with the old in light of that and the fact that many copies of the old (i.e. current) form are out there.

H. Next meeting Nov. 4, 11 or 18?

The date of November 11 was suggested, but no formal action was taken, and it will be decided at a later time.

I. Adjournment

Motion by Jon and second by Max to adjourn at ~4:05 pm. This passed unanimously.

Respectfully submitted,

/s/ Bruce A. Birr