

**FMC Meeting Minutes
January 19, 2022
Zoom Meeting**

In Attendance:

Carrie Blair – Ohio Valley Friesian Horse Association
Marvel Jeffcoat – South Central Friesian Horse Association
Klazien Sietsma - Alberta Friesian Horse Association
Scott Kelnhofer – Great Lakes Friesian Horse Association
Beth Sharpe – Lone Star Friesian Horse Club and
Nina Miller – West Coast Friesian Horse Club
Beatrice Whiteley – Friesian Horse Club of Southern California
Joe Michielle – Cascadia Friesian Horse Club
Anna Osinga – Atlantic Canada Friesian Horse Association
Jack Vanderkooy – Ontario Friesian Horse Association
Janice VerMerris – Michigan Friesian Horse Club
Will Bron – Northwest Friesian Horse Club
Danielle Barrasso - Friesian Horse Association of New England

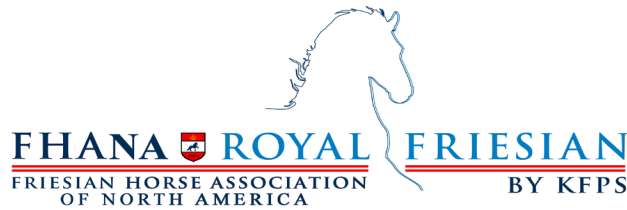
Erin Miley – FHANA Board
Jo Ann Clough– Administrator
Kelly Twambly – Administrator

Members Not Present:

Allison Sable – Mountain Time Friesian Chapter
Lori Brock – North Michigan Friesian Club
Ruth Page – Sierra Nevada Friesian Horse Club
Kay Veinotte – Pacific Friesian Horse Club
Lisa Baker - FHAME Representative
Danielle Piascik– Northeast Friesian Horse Club

1. Ms. Twambly made the following announcements before the meeting was called to order:

- The FHANA 2022 AGM will be held February 24 – 26 at the Foxwoods Resort & Casino, Mashantucket, CT. February 6 is the deadline for the room rates at the casino.
- Nominations will be accepted from today until our February meeting for the position of FMC Chair; if you would like to nominate a candidate – with that individual's agreement – please send names to Ms. Twambly, Ms. Clough, or Ms. Bechler. The chair will be voted on February 16, 2022. The new term is effective 01 March.
- Always wondered what a FMC Administrator does? Now's your chance to find out! If you or one of your Chapter members is interested in a non-voting position with the



FMC as an Administrator, please reach out to Ms. Twambly, Ms. Clough, or Ms. Bechler for more information. Ms. Twambly is leaving her role due to multiple demands. Ms. Clough expressed her appreciation for Ms. Twambly's contributions and her support throughout her tenure. Ms. Bechler echoed the same sentiment. It was asked by Mr. Vanderkooy what Ms. Clough's plans will be if not elected to the BOD. She indicated that she would be willing to continue as an Administrator, indicating this is a valuable Council with a lot to contribute. She asked if any members have any feedback on how she could improve in her role that she was open to their feedback.

2. **Call to Order-** The Wednesday January 19 , 2022, meeting was called to order by Ms. Bechler at 8:15 EDT.
3. **Approval of the December 16, 2021, Minutes** – Ms. Bechler asked if there were any edits or changes needed for the minutes, none were suggested. Mr. Bron motioned to approve, and Mr. Kelnhofer seconded. The motion passed.
4. **FHANA Board Updates:** Ms. Miley reported:
 - a. The FHANA Volunteer Agreement was rescinded by the BOD, this document will require a second look and re-work.
 - b. Live viewing of the BOD meetings – the BOD was positive about the FMC recommendation. A bylaw change will be required.
 - c. There is a call for nominations for the KFPS Member Council. Voting will occur from March 15 to March 30, 2022. The new members will be seated at the May 2022 KFPS meeting. Please look at the FHANA website for further details. Mr. Kelnhofer asked if this announcement could be sent out via email since not all use social media. Ms. Miley will ask the FHANA Office to send this out as requested.
 - d. FHANA is working on an agenda for their meeting with the KFPS that is scheduled for February 5th. Please send your suggestions to Ms. Miley.
 - e. Chapter renewals are due once again.
 - f. Mentoring program – the Mentor Program is headed by Ms. Jeffcoat. This is a great program, matching new members with existing experienced members. The work for this initiative is very rewarding. The program is growing and needs more mentors. Please send names of volunteers to Ms. Allison Thomas or Ms. Jeffcoat.
 - g. Work continues on the logistics for the spring Inspections.
 - h. All were reminded if they did not vote for BOD candidates to please do so.
 - i. Mr. Vanderkooy stated that the virtual Stallion Show was well done and was he was pleased that it was offered in four different languages. He inquired how the virtual show was set up e.g. did it default to a specific language based on geography. Ms. Osinga shared the link with her peers, and she did not receive any negative feedback about their ability to access the French version.
 - j. Constant contact – Ms. Vermerris cautioned users about Constant Contact; some messages will end up in a personal spam file. She did say the benefit of the program is that you can determine who did not read the email and with that knowledge, send the individual a personal, private email to ensure they receive needed communications.

- k. Mr. Bron asked Ms. Miley about Ledenraad. There are two positions, Mr. Steenbeck's expired last year, and his will expire this year. FHANA therefore is asking for two nominations. A BOD could be nominated but it is not required. Mr. Bron stated you do not need to speak Dutch, but it is a benefit given interpretations take quite of time to process, there are delays. He reminded all that FHANA has three votes, and the NL has 23. It is important that they hear our voice.
5. Ms. Bechler indicated that she was very sorry to hear of Mr. Leyendekker's passing. She will be sending a sympathy card to his family on behalf of the FMC. She stated it was important to recognize Mr. Leyendekker and his family, they imprinted what has occurred in the United States with respect to the Friesian. He was truly a very special person. He had even contributed to how horses are flown in crates by working directly with KLM.
6. **Voting Bylaw change** – Mr. Kelnhofer is hoping to receive support to right a wrong. When FHANA was reincorporated in KY they received legal advice which was not in our membership's best interest. His goal is to put control of our Constitution into the hands of the members. He indicated it is time to make this change. The Bylaw 13.1 (below) requires 1275 votes (our total membership ~ 1,700) to overrule a Bylaw change, to say you cannot do that. He reminded all that we are unable to get even 1,275 votes for an election.
- a. **13.1 Amendments.** *The Board shall have the power and authority to alter, amend or repeal these Bylaws by the vote of a majority of all the members of the Board. Each such change to the Bylaws shall then be voted on by the membership, whereby 75% of the voting membership who cast votes must be opposed to the change for it to fail. The Board shall send notice of any proposed change to the Bylaws to the membership via electronic mail (if possible) or regular mail. The membership will have fourteen (14) days from the date of the email or notice to vote in favor of or opposition to the proposed change to the Bylaws and the membership shall communicate their votes to the Board via email and/or regular mail.*

We need to make a change much like the KFPS instead of our current Bylaw. He reminded all that we are a member driven organization, if we are truly the driver then we should have oversight to any changes to our Constitution or Bylaws. Mr. Kelnhofer spoke with Ms. Miley; they had a productive discussion, and she is on board with this recommendation. **Mr. Kelnhofer presented a motion- The FMC recommends the BOD amends Bylaw 13.1 to change the language to 75% of those voting (versus 75% of the membership) to approve a Bylaw change. Ms. Sharpe seconded the motion.** Mr. Vanderkooy agreed with his reasoning and stated the sooner we change the language the better. Mr. Bron agrees with Mr. Kelnhofer and Mr. Vanderkooy, that the current Bylaw language is not workable. The BOD could change 13.1 by four members voting for our recommendation. All were reminded that it currently stands, it is impossible for our members to overrule a Bylaw change. **A vote was taken, and it passed unanimously. Ms. Miley will take this motion to the BOD.**

7. **Chapter Bylaws** – Mr. Kelnhofer took on this challenge since it was requested by a member to get rid of Roberts Rules as our FMC guide. In his research he found the Democratic Rules of Order or DRO. It has eleven pages of rules for managing meetings.

Few of us are knowledgeable about Roberts Rules of Order given its complexity and the amount of content it covers. **Mr. Kelnhofer made a motion that the FMC utilize the DRO as our guide for managing FMC meetings.** A document we have at our disposal right now. He stated that the DRO is overruled by any Bylaws the FMC has. DRO is our next best alternative to Roberts Rules. **Ms. Sharpe seconded his suggestion.** Ms. Clough indicated she found the DRO to be very efficient, less confusing from her perspective as an Administrator. Mr. Vanderkooy read the DRO and stated it was good reading. He studied Roberts Rules at the university, he does not mind if we adopt the DRO that it sounds much like Roberts Rules. Mr. Bron agreed with Mr. Vanderkooy. He stated that he did not think we want to do away with Roberts Rules even though there are many times we do not use it. He stated we have Roberts Rules in our Bylaws for our membership and BOD meetings. Failure to comply to Roberts Rules will not affect any action taken by the Board. Ms. Sharpe agreed with Ms. Clough that the DRO is more concise and less difficult, that DRO makes it simpler to deal with. Ms. Kelnhofer reminded all that the DRO is only eleven pages versus a book volume. He noted that few people have the two Roberts Rules books or studied it in college. DRO levels the field, rules would be accessible right in front of us. **A vote was taken on Mr. Kelnhofer's motion to adopt DRO. Two opposed the motion, the motion carried. Mr. Vanderkooy asked for point of order that we take a standing vote. A vote was taken, and the motion carried** (votes on page 5). The other two related topics will be tabled to the next meeting on voting by the Chair and the Vice Chair position.

Mr. Vanderkooy asked Ms. Bechler if she will run for Chair next term, and she indicated she would not. She thanked all for their contributions and support. She indicated we have accomplished much and is proud about what the FMC contributes.

8. **Allowing Chapter members (non-representatives) to listen in to FMC meeting** – Mr. Vanderkooy is advocating opening up our FMC meetings for members who would like to listen in. We should make these individual know they are welcome but that they could not participate in the meetings. We could work on process to make this possible. He will present a motion at our next meeting. For now if he could have a straw vote to see if he is moving in the right direction that would be helpful. Ms. Jeffcoat asked if these individuals could be muted, and Ms. Bechler indicated yes. With that, she thought it is a good idea. Ms. Miller asked that we make people identifiable, that the phone number is not sufficient on the screen. We need to put a name with their phone number. Ms. Miller would be fine with this, and Mr. Kelnhofer encouraged him to bring a motion to the next meeting.
9. **CCFHC Stallion Discussion Points** – Ms. Bechler requested that this topic be tabled until the next meeting in February. We do not have sufficient time remaining to have a thorough discussion.
10. **Roundtable** – no topics offered
11. **Next Meeting Date** – February 16, 2022. Mr. Kelnhofer congratulated and thanked Ms. Bechler for her contributions as FMC Chair. He expressed that he was glad to see the attendance and participation at FMC meetings. He indicated who ever follows Ms. Bechler has some large shoes to fill. She indicated that it has been on honor, that the FMC is a good group. She stated that there are a lot of great minds to work with.

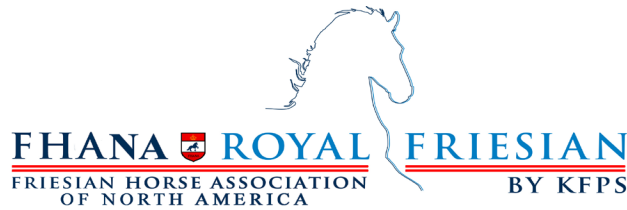


12. **Motion to Adjourn** – Mr. Kelnhofer motioned to adjourn, and Ms. Barasso seconded the motion.

Recorder – Jo Clough

Vote to Adopt DRO

Y - Carrie Blair – Ohio Valley Friesian Horse Association
Y - Marvel Jeffcoat – South Central Friesian Horse Association
Y - Klazien Sietsma - Alberta Friesian Horse Association
Y - Scott Kelnhofer – Great Lakes Friesian Horse Association
Y - Beth Sharpe – Lone Star Friesian Horse Club and
Y - Nina Miller – West Coast Friesian Horse Club
Y - Beatrice Whiteley – Friesian Horse Club of Southern California
Y - Joe Michielle – Cascadia Friesian Horse Club
Y - Anna Osinga – Atlantic Canada Friesian Horse Association
N- Jack Vanderkooy – Ontario Friesian Horse Association
Y- Janice VerMerris – Michigan Friesian Horse Club
N- Will Bron – Northwest Friesian Horse Club
N- Danielle Barrasso - Friesian Horse Association of New England



FHANA Volunteer Duties Commitment Letter

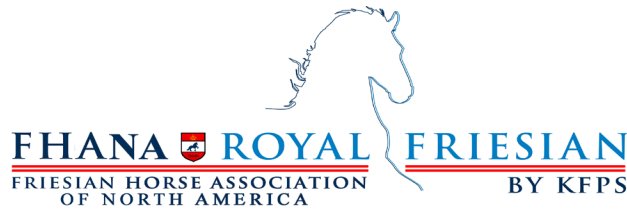
FHANA Volunteer Duties Commitment Letter FHANA's volunteers are the lifeblood of the organization. FHANA could not succeed without the time, energy and commitment of many volunteers in a large variety of roles. Volunteers staff our Board of Directors, our Committees, our inspections, shows and expos, and many other events.

FHANA expects its volunteers to uphold an even higher standard of ethical and professional behavior than is outlined in the FHANA Code of Conduct. Each committee chair, committee member, director, site host, and other volunteer will dedicate themselves to carrying out the mission of this organization: to protect and promote the KFPS Friesian Horse in North America.

Representing FHANA as a volunteer carries certain responsibilities.

Each volunteer must:

1. Follow the By-Laws, Code of Conduct and the Rules and Regulations of this Organization.
2. Attend all committee meetings as possible, as applicable to your position.
3. Be informed about the organization's mission, services, policies, and programs.
4. Prepare for committee meetings by reviewing the meeting agenda and supporting materials.
5. Serve on committees or task forces and offer to take on special assignments when assigned.
6. Inform others about the organization. Advocate for the organization.
7. Suggest possible nominees to the board and committees who can make significant contributions to the work of the board and the organization.
8. Keep up-to-date on developments in the organization's field.



9. Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's financial statements.
10. **Maintain confidentiality regarding discussions that occur during Executive Session and any sensitive information as directed by the Board.** All FHANA volunteers are required and expected to exercise the highest ethical standards of conduct and practice fundamental honesty.

In support of FHANA's standards of high ethical conduct, each volunteer WILL NOT:

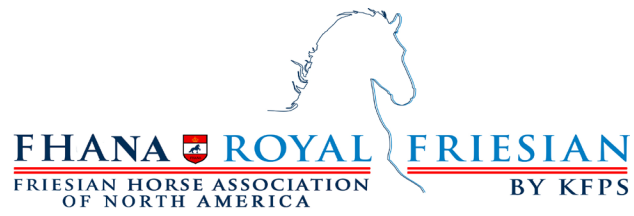
1. **Deceive, defraud, or mislead** FHANA board members, officers, staff members, managers, supervisors, general membership or other associates, or those with whom FHANA has business or other relationships.
2. **Misrepresent FHANA in any negotiations**, dealings, contracts, or agreements.
3. Divulge or release any information of a proprietary nature relating to FHANA's plans, mission, or operational databases without appropriate approval.
4. Obtain a personal advantage or benefit due to relationships established in the course of representing FHANA.
5. Accept individual gifts of any kind in excess of \$100.00, in connection with the volunteer's relationship with FHANA. All such gifts are to be reported to the President who shall divulge gifts received during the calendar year to the BOD.
6. **Violate any applicable laws or ordinances.**

Infractions of this Volunteer Commitment Letter are to be reported directly to any member of the FHANA Board of Directors who will, in his or her determination, bring the infraction to the full Board of Directors. **Violations will be handled in accordance with FHANA disciplinary practices.**

Each FHANA volunteer must sign to acknowledge the responsibilities and requirements of this Volunteer Commitment Letter annually, by March 31 of each year.

This acknowledgement will be retained in FHANA's files. By signing this letter, I certify that I understand the commitment I am making, and I certify that I will follow the additional responsibilities and restrictions outlined in this letter, as well as FHANA's By-Laws, Code of Conduct and the Rules and Regulations.

Signature _____



Date _____ Name (please print) _____