



CONFIDENTIAL:
ATTORNEY-CLIENT AND WORK PRODUCT PRIVILEGED

M E M O R A N D U M

TO: Friesian Horse Association of North America
FROM: Stoll Keenon Ogden PLLC
DATE: November 6, 2025
RE: Membership Termination Procedures Taken by Board of Directors

We undertook review of the McGowan membership termination proceedings conducted by the Friesian Horse Association of North America (the Association) Board of Directors (the Board) and the subsequent attempt to undo the decision through parliamentary procedures at the Board level. This memorandum and the opinions expressed herein are limited to the scope of information and materials provided by the Association and therefore is based solely thereon.

Termination Procedures

After reviewing the documents provided by the Association's leadership, we believe the Bylaws provide the standards for procedural and substantive due process for the termination of members within Article 5.6. The applicable bylaws are attached as Exhibit A.

As written in Article 5 of the Bylaws, a member's due process rights must be protected before terminating a member, and a majority of the Board must vote to terminate the membership. The Bylaws allow the Board to terminate membership when a member violates the "Bylaws and or rules and regulations," deals "unfairly" with the Association, or is "guilty of misconduct or behavior injurious to the Association." The member must then be given "proper notice" of the alleged violations, according to Article 5.6.3, which essentially requires that the notice is in writing, provides a brief summary of the alleged violation and details of the upcoming hearing, and advises the member of his rights.

Based on our review of materials provided by the Association, we believe the Association adhered to its procedural and substantive due process requirements. The document titled "McGowan Termination Letter 10-29-24" (October Letter), attached as Exhibit B, indicates the Board properly motioned to terminate the McGowan membership on October 15, 2024, initiating the hearing process. The October Letter also appears to satisfy the substantive notice requirements by providing a background of the alleged wrongdoings, documentation of the

Attorney-Client and Work Product Privileged

Friesian Horse Association of North America

November 6, 2025

violations at issue, and thirty days' notice of the scheduled November 27, 2024 hearing. Furthermore, the rescheduled December 19, 2024 hearing occurred within the sixty-day time limit set in Article 5.6.4 of the Bylaws, and the Association seemed to send the requisite written notice for the hearing. Finally, Ms. McGowan's appeal was properly heard within the Bylaws' prescribed time frame, and a final decision was rendered in accordance with Article 5.6.5 of the Bylaws. Thus, the Board appropriately rendered a binding decision.

Reversing a Final Decision.

Subsequently, the Board attempted to undo the binding termination decision through parliamentary procedure, as provided by Robert's Rules of Order. The Bylaws make clear that the Association uses Robert's Rules of Order as a "procedural guide" rather than a binding authority in Article 13.11, attached as Exhibit C. Additionally, Article 5.6.5 of the Bylaws provides that the Board's decision in a termination proceeding "shall be final." The Association's Bylaws do not offer the authority to reverse a final decision reached pursuant to the procedures prescribed by the Bylaws simply through a subsequent parliamentary procedure, and Robert's Rules of Order, acting as a "procedural guide," cannot be the source for such authority.

In the October Letter to Ms. McGowan, the Board highlighted the Article 5.6.1 language "such action or judgment is final," acknowledging the finality of the Association's decision to terminate the membership. The Association's Bylaws do not procedurally permit a reversal such a decision. Robert's Rules of Order therefore cannot create a parliamentary procedure to undo the Board's final termination action where the Bylaws provide a substantive procedure to make that final decision. Thus, the Board's attempt to undo the final decision terminating the membership through a subsequent Board vote was ineffective, and it was proper procedure to vacate the Board's motion to reinstate the McGowan membership.

Reinstating a Member.

The Board may be able to reinstate the McGowans' membership, if it so wishes. Our review of the materials and information provided by the Association's leadership suggests it may be possible to reinstate the McGowans through a proactive Board action to consider a new membership application (as opposed to simply undoing the Board's final and binding action with respect to their prior membership). This would likely require the Board to put forth a motion allowing the McGowans the opportunity to apply for membership, and then subsequently following the Board's standard procedures for considering a new membership application. By proceeding in this fashion, the Board would be creating a new motion to act on, as opposed to rescinding its final termination decision.

Attorney-Client and Work Product Privileged

Friesian Horse Association of North America

November 6, 2025

**EXHIBIT A
FHANA BYLAW 5.6**

- **5.6 Suspension or Termination of Membership.** Suspension or termination of membership, other than for failure to pay membership dues pursuant to 5.4, shall only occur after a member's due process rights have been protected and only upon a majority vote of the Board.
 1. The Board may suspend or terminate a member's' privileges for the following reasons: violation(s) of the Associations Bylaws and or rules and regulations; if a member deals *unfairly* with the Association or its members; or is guilty of misconduct or behavior injurious to the Association; or upon receipt of notice and verification that disciplinary action has been taken by an administrative agency, arbitration or other tribunal body, humane society or court of law, whether civil, criminal, arbitral or administrative and such action or judgment is final.
 2. Any Board member may petition the Board to suspend or terminate a member. Additionally, any five (5) members who are eligible to vote under their membership status and who are in good standing may petition the Board to suspend or terminate a member.
 3. No disciplinary action may be taken without first giving the accused member proper notice of the alleged wrongdoings; such notice shall be in writing and shall identify the bylaw, rule or regulation allegedly violated; shall contain a concise statement of the facts surrounding the alleged violation(s); advise the member of the time and place in which the allegations are to be heard; advise the member that he has a right to be assisted by legal counsel, if desired; the right to call witnesses and present oral and written evidence and argument; the right to confront adverse witnesses, and the right to have a record made of the proceeding, if desired.
 4. The member so charged must be given written notice at least thirty (30) days prior to the meeting of the Board. In the event the member is unable to be present at the meeting, he may, within ten (10) days of receipt of the written notice, petition the Board to continue the matter, but such continuance may not exceed sixty (60) days from the initial written notice. In the event the member does not timely petition the Board for a continuance, then the Board shall proceed with the hearing on the original date set and the member shall have waived any right to object to said hearing date.
 5. The decision of the Board may be rendered orally, shall be final and may be made effective immediately, but shall be reduced to writing at the earliest possible time, shall include findings of fact and conclusions, and shall be promptly provided to the member. Upon receipt of the written decision, the member may within thirty (30) days of said receipt, appeal the decision by petitioning the Board, in writing, to reconsider. The Board shall render that decision within thirty (30) days of

Attorney-Client and Work Product Privileged

Friesian Horse Association of North America

November 6, 2025

receipt of the appeal. Sanctions rendered by the Board shall be held in abeyance pending the appeal.

6. All written documents required under this section of the bylaws shall be forwarded by mail, hand-delivery, email or fax to the Association's principal place of business.
7. Suspension or termination of membership, whether voluntary or involuntary, does not release a member from the liability for any outstanding fees or assessments.

Attorney-Client and Work Product Privileged
Friesian Horse Association of North America
November 6, 2025

EXHIBIT B
MCGOWAN TERMINATION LETTER 10-29-24

Attorney-Client and Work Product Privileged

Friesian Horse Association of North America

November 6, 2025

**EXHIBIT C
FHANA BYLAW 13.11**

- ***13.11 Robert's Rules of Order.*** The Annual Meeting and other meetings of the Board of Directors shall use the latest authorized edition of Robert's Rules of Order as a procedural guide. Therefore, failure to comply with Robert's shall not invalidate or adversely [a]ffect any action taken in good faith by the Board. Should Robert's Rules of Order conflict with Kentucky law, Kentucky law shall control.