



## **Board of Directors**

November 22nd, 2016, 1:30PM EDT -Conference Call

### **A. Welcome & Call to Order - Sally Lawing, President**

i. In Attendance: Sally Lawing, President, Dr. Rosanne Palermo, Vice President, Tim Sherman, Treasurer, Jack Vanderkooy, Secretary, Barb Renico, Director, Gerben Steenbeek, Director, Amy Austin, Director, Jason Tice, Executive Director

ii. Conflicts of Interest-No conflicts of interest were identified for this meeting.

### **B. Secretary's Report - Jack Vanderkooy, Secretary**

i. Approval of Minutes dated September 13, 2016.-Motion by Ms. Austin to approve the minutes as changed. Motion seconded by Mr. Vanderkooy. Motion Approved Unanimously.

ii. Approval of Minutes dated October 25, 2016-Mr. Vanderkooy requested a verbiage change under review item I. Ms. Lawing requested a change to item B. and submitted a change to the minutes about Rule 3.3.6.1; BBook I (One) horses being inspected and requested the Rules and Regulations committee review this while reviewing the rules. Ms. Lawing also proposed a verbiage change under Review item I along with a verbiage change to Review item III. Motion Made by Mr. Vanderkooy to accept the minutes as changed. Motion seconded by Dr. Palermo. Motion Approved Unanimously.

### **C. Treasurer's Report-Tim Sherman, Treasurer**

i. Balance Sheet as of Oct., 2016

Total Assets: \$343,401.49

total Liabilities: \$1,717.15

ii. Profit & Loss Oct. 2016

Total Income: \$18,708.74

Total Expense: \$67,093.80

Net Income: \$(48,385.06)

iii. Profit & Loss Year to Date 2016

Total Income: \$510,694.87

Total Expense: \$519,414.99

Net Income: \$(8,720.12)



A discussion took place regarding the ABFP fees and the possibilities of it leading to our current deficit since the second testing being held this year was not a budgeted item. Mr. Vanderkooy pointed out that as of last year, now FHANA had a deficit of \$21,000 vs the 2016 deficit of \$8,700. Mr. Vanderkooy felt this was not a reason for concern at this point. Ms. Lawing inquired if the difference is a timing issue, and requested that for next month a detail of the shortfall be outlined. Motion made by Mr. Vanderkooy to accept the Treasurer's report. Motion seconded by Dr. Palermo. Motion Approved Unanimously.

## **D. Executive Director's Report - Jason**

Mr. Tice reported that he did have an issue in renewing the FHANA registration with the Kentucky Secretary of State. He worked through this issue with the Secretary of State and resolved it quickly, but for a small time the FHANA registered name had lapsed. Mr. Tice reported that he has 2 DNA issues, one horse is off by one marker which means the lab is not 100% certain of the sire. Mr. Tice reported that the University of Kentucky is not concerned about this and it should not be an issue. Mr. Tice reported that a different horse happens to be 3 markers off and Mr. Tice will get with the owner to help resolve. Mr. Tice reported that the KWPN-NA will be moving from our office on January 1. Mr. Steenbeek inquired about the space and Mr. Tice reported that he will need to look at options and report back during the next meeting. Ms. Lawing reported that there were three Sport Stallions that had submitted the applications for consideration into the short test. Unfortunately, none of the three were accepted and letters were sent by the KFPS with an explanation. Mr. Vanderkooy reported that the letter was written by Harrie Draaijer the KFPS inspector and is a move in the right direction.

## **E. Committee Reports**



i. Keuring Committee (Jack)-Mr. Vanderkooy presented the committee minutes dated Nov. 9, 2016. Mr. Vanderkooy reported that the costs of the inspection were higher this year because we had 3 circuit tours. This will continue in the years to come based on the requests of the KFPS and the benefits of the schedule. Scheduling is starting to take place for 2017. Ms. Renico asked about runners and the use of one runner for the Ohio inspection. Mr. Vanderkooy reported that a discussion did take place with the runner for that site and the runner felt comfortable with the number of horses that he had scheduled. Mr. Vanderkooy suggested that in the future a policy be established that an appropriate amount of coverage be available based on the number of horses available.

ii. Sports Committee (Gerben) Mr. Steenbeek presented the committee minutes dated Nov. 16, 2016. The committee is proposing a lapel pin for the award. Ms. Renico inquired about how members apply for this award. Mr. Tice reported that this award is awarded as the member achieves the designation. This is an ongoing award.

iii. Rules and Regulations Committee (Dr. Palermo)-Dr. Palermo presented the proposed changes to Section 1 of the Rules and Regulations. A discussion took place regarding the changes and why some of the changes were made. Motion made by Dr. Palermo to adopt the changes to section 1 of the Rules and Regulations. Motion seconded by Ms. Renico. Motion Approved Unanimously.

iv. Marketing Committee (Amy)-Ms. Austin reported that the meeting was rescheduled, but the committee is working on various sponsorship for the association.



v. Finance committee (Tim) Mr. Sherman presented the 2017 FHANA Budget. This is being presented so the board can review and is ready to discuss during the December meeting. A brief discussion did take place that the KWPN-NA rental income was not figured into the budget so the recent events will not affect the budget. Ms. Austin inquired about the "Mare Show" budget. Ms. Lawing reported that \$7,500 is based on sponsorships and entry fees. Ms. Austin asked why the Board of Directors expense line item was reduced and what the staff travel/education line item is for. Mr. Tice reported that this is to allow staff to attend inspection and for continuing education which requires dues to be paid and there is some travel involved. Mr. Tice reported that the board expense was a suggested change that was approved by the committee to help balance the budget otherwise there would have been a deficit in the budget and this was one area we could make a cut based on the location of the 2017 AGM. Ms. Lawing asked about the lease and the chances of reducing the lease prior to the budget being approved. Mr. Sherman reported that this will be considered and hopefully have better information for the next meeting. Ms. Austin inquired about the sponsorship line item and where the \$10,000 number came from and if anyone is lined up. Mr. Tice reported that there is not anyone lined up, but the committee felt this was a reasonable number to shoot for. Mr. Vanderkooy inquired about the membership card and the opportunity to advertise on the back of the membership card. Mr. Vanderkooy suggested that there should be a time frame for this space and could be a potential income item for FHANA. Mr. Tice reported that we currently have 2,000 cards left which will cover 2017, but this is a good suggestion for the Marketing Committee to consider. It was determined the Fenway Foundation will have the first right of refusal for the space and Mr. Vanderkooy will determine what a good price will be to have this space. Mr. Vanderkooy will report back. The board discussed the Associate membership and how this relates to the KFPS fees. It was determined that Mr. Tice will discuss this with the KFPS followed up by Dr. Palermo when she is in the Netherlands next week. The board determined that the fee for FHANA would not increase, but those members would not have access to the FHANA portal.

## **F. Review Items**

i. ABFP Update- (Dr. Palermo or Jack) Mr. Vanderkooy reported that the first viewing of the horses went very well and Performa Dressage did a great job of staying organized. The schedule was very tight, but everything worked out well. No information was available for the California inspection.

iv. Board of Directors Election (Jack)- Mr. Tice reported that Jennifer McClelland, Tim Sherman, and Allison Thomas have accepted their nominations. Nominations will close Nov. 30. Mr. Vanderkooy reported that the questionnaire has been revised and this questionnaire will be submitted to the candidates at the appropriate time.

## **G. Discussion Items**



i. Hydrocephalus & Dwarfism testing (Jason)- Mr. Tice reported that until the report is released it is not possible for us to conduct the Dwarfism testing in North America. Once this report is available, we will be able to test for both in North America. Once more information is available a procedure will be proposed for adoption.

ii. Associate Members (Jason) This issue was discussed as part of the Finance Committee meeting.

iii. Volunteer of the Year (Jason) Mr. Tice requested names which 2 names were supplied as Volunteer of the Year candidates.

iv. 2017 KFPS Stallion Show (Sally) Ms. Lawing reported that the FHANA Member Council will help to host the Thursday evening "Meet & Greet" during the stallion show. Mr. Vanderkooy volunteered to pay for one drink per member during the event.

## **H. Board Round Table Discussion**

### **I. Good of the Order**

a. Next Board Meeting

i. Future Meeting Dec. 20th, 2016 at 1:30PM EST

### **J. Adjourn**



Items in Green are the prospective Changes

Items in yellow and slashed are being taken out

## Section 1 Rules and Regulations

### 1. The FHANA Organization

#### 1.1 Relationship with Friesch Paarden-Stamboek (KFPS)

1.1.1 The FHANA recognizes the KFPS as the sole worldwide authority and registry for the Friesian Horse.

1.1.2 The KFPS recognizes the FHANA as its sole representative on the North American continent.

1.1.3 Privileges of KFPS Membership-Membership in the FHANA entitles residents of North America to many of the privileges of KFPS membership; however North America residents may not be direct members of the KFPS. Through FHANA membership North American residents are indirect members of the KFPS.

1.1.4 Communication with the KFPS-All registration procedures and issues with the KFPS concerning North America members must be conducted online through the FHANA Office secretary.

#### 1.2 MEMBERSHIP IN THE FHANA

1.2.1 Categories of Membership are explained in detail in the Bylaws.

1.2.2 Applications for Membership shall be accompanied by payment in U.S funds for the category of membership desired. Upon completion of processing by the FHANA, but no longer than 30 days from the postmark date of the payment, the member shall be entitled to all the rights and privileges of the membership.

#### 1.2.3 Membership Dues (new and renewals)

- a. Associate Membership (Non-Owner of a Friesian Horse) \$60.00
- b. Full Membership \$130.00
- c. Business Membership \$160.00
- d. Lifetime Membership \$10,000.00
- e. New Member Administrative Fee \$20.00

#### 1.2.4 Memberships Are Not Transferable

#### 1.2.5 Membership Privileges

##### 1.2.5.1 All Categories of membership May:

- a. attend all membership meetings;
- b. have their name and address published in the Association's directory;
- c. receive the FHANA newsletter and subscribe to Phryso, published in the NL with the input from the KFPS, as well as receive general correspondence from the Association.
- d. Have access to the proprietary "member's only" website pages, which include the directories and FHANA tools such as Horse Research and the calculation of inbreeding coefficients.

1.2.5.2 Individual, Family or Business, and Life Members may have the privileges shown above in addition to privileges which include, but are not limited to, the following:

- a. vote in Association proceedings as outlined in the Bylaws;
- b. be eligible for election to the Board of Directors, as outlined in the Bylaws;



c. utilize the judging and registration services provided by FHANA in conjunction with the KFPS. These include but are not limited to: identification and registration of eligible foals; recording the purchase or sale of horses; judging horses for studbook entry, status/predicates, premiums and prizes; and registry maintenance;

d. utilize certain cooperative advertising opportunities which the FHANA may promote for a fee (Business members receive 10% advertising discounts).

### **1.2.6 Responsibilities of FHANA Members**

**1.2.6.1 Good Standing-**To maintain their membership status in good standing; members are to abide by the Bylaws and Rules and Regulations of the FHANA, to deal fairly with the Association and its members, and to fulfill all obligations including timely payment of dues and fees. Loss of good standing will result in termination of membership and its privileges.

**1.2.6.1.1 Delinquent Fees to KFPS and FHANA** FHANA, as an affiliate of the KFPS, views any members or former members in arrears and in bad standing with the KFPS to also be in bad standing with the FHANA. The FHANA defines bad standing as a failure by a member to adhere to any or all sections of Article 9 Paragraph 2, subset "d" of AMENDMENT OF THE ARTICLES OF ASSOCIATION OF THE ASSOCIATION UNDER DUTCH LAW KONINKLIJKE VERENIGING "HET FRIESCH PAARDEN-STAMBOEK.

#### **Penalty**

1. The individual found to be in violation of the aforementioned rule will be subject to such penalty as recommended by the FHANA **Ethics Committee** **Grievance Committee** and approved by the FHANA Board of Directors including but not limited to the following. The penalties set forth below will be published in The Friesian magazine.

a. CENSURE. A vote of Censure will be listed under the defendant's name in the Secretary's Record of Penalties. If found guilty of a further violation the defendant will be subject to a heavier penalty than for a first offense.

b. SUSPENSION of such person for any period from showing or having others show, exhibit or train for him or her.

(1) A suspended person is forbidden for the time specified in the decision from the privilege of taking any part whatsoever in any Competition or event licensed, sponsored or endorsed by the KFPS or the FHANA and is excluded from all competition grounds during Competitions or events licensed, sponsored or endorsed by the KFPS or the FHANA, as an exhibitor, participant or spectator.

(2) In addition, a suspended person is forbidden from participating in all KFPS and FHANA affairs and activities, to hold or exercise office in the Association or in any Competition or event licensed, sponsored or endorsed by the KFPS or the FHANA, to attend, observe or participate in any event, forum, meeting, program, clinic, task force, or committee of the KFPS or the FHANA, sponsored by or conducted by the KFPS or the FHANA, or held in connection with the KFPS or the FHANA and any of their activities.

(3) SUSPENSION for any period of any volunteer or any employed person who rides or exhibits for the benefit, credit, reputation or satisfaction of another suspended person.

(4) EXPULSION from all Competitions or events licensed, sponsored or endorsed by the KFPS or the FHANA.

(5) EXPULSION or SUSPENSION from membership in the Association.

2. All KFPS and FHANA Affiliated Chapters must honor all KFPS and FHANA penalties.

#### **Regulations as to Suspended Persons.**



1. The purpose of this Rule shall be to prevent the avoidance by suspended exhibitors, trainers, coaches and other persons of the terms and conditions of their suspensions, or the penalties intended by the FHANA as appurtenant to such suspensions. This Rule shall apply to the spouse of a suspended person as well as to any other persons or entities, including, without limitation, companions, family members, employers, employees, agents, partnerships, partners, corporations or other entities, whose relationship, whether financial or otherwise, with a suspended person would give the appearance that such other persons are riding, exhibiting, coaching or training for the benefit, credit, reputation or satisfaction of the suspended person.

2. No suspended person's spouse or companion shall assume any of the suspended person's responsibilities whatsoever at Competitions or events licensed, sponsored or endorsed by the KFPS or the FHANA during the term of said suspension. Companion shall be defined as any person who co-habits with, or otherwise shares living accommodations with, a suspended person.

3. No suspended person's spouse or companion may fill out any entry blanks for any of the suspended person's customers for Competitions or events licensed, sponsored or endorsed by the KFPS or the FHANA during the term of the suspended person's suspension, or pay or advance entry fees on behalf of customers for Competitions or events licensed, sponsored or endorsed by the KFPS or the FHANA during said period.

4. This Rule is intended to provide guidance for suspended persons and anyone contemplating taking over the responsibility for the riding, exhibiting, coaching, or training, of an unsuspended horse from a suspended person. It is not intended to anticipate every potential circumstance in which the intent of a suspension may be frustrated, and the Ethics Committee shall have the power to determine whether the facts and circumstances peculiar to any particular case compel a finding that there was or is a violation of the rules prohibiting exhibiting any horse while in the care, training or custody of a suspended trainer, or riding, exhibiting, coaching or training for the benefit, credit, reputation or satisfaction of a suspended person

**1.2.6.2 FHANA Breeding Policy**-Members are strongly encouraged to abide by the FHANA Breeding Policy which is as follows:

**Mares:** Friesian mares registered in the KFPS Studbook, Foal Book, Auxiliary Book (Hulpstamboek), B-Book I (Bijboek I) or B-Book II (Bijboek II) should be bred only to KFPS Studbook Stallions with Approved Breeding Privileges. Breeding to foalbook stallions, Friesian stallions registered by organizations other than the KFPS or FHANA, and cross breeding to stallions of other breeds is strongly discouraged. Only offspring resulting from the use of KFPS Studbook Stallions with Approved Breeding Privileges will be eligible to participate in FHANA's inspections in North America.

**Stallions:** KFPS Studbook Stallions with Approved Breeding Privileges should only be bred to Friesian mares registered with the KFPS. Cross breeding of Studbook Stallions with Approved Breeding Privileges to mares of other breeds is strongly discouraged. Foal book stallions in North America will not be granted approved breeding privileges as Foal Book stallions (see Section 1.2.6.3.). Foal Book stallion breeding is strongly discouraged.

**1.2.6.3 Approved Breeding Privileges for Foal Book Stallions** will only be granted to those who pass a Central Stallion Proving and are accepted into the KFPS Studbook for stallions in accordance with the standards set by the KFPS (see Section 3.5). Although the KFPS has a policy which under exceptional circumstances allows certain Foal Book stallions in KFPS foreign affiliates to be granted limited approved breeding privileges, no such approved breeding privileges will be granted in North America.





**1.2.6.4 Notification of Status Change-**members are to notify promptly the FHANA secretary office of any change in address, telephone number or personal status as well as the change in status of any of their horses (e.g. birth, death, castration, importation or ownership transfer).

**1.2.7 Spurious Organizations-**Members should be wary of and should not be misled by any other organization which purports to provide registration services for Friesian horses. Such organizations may solicit the FHANA members and may imply that they represent or replace the FHANA. Members must realize that any legitimate correspondence concerning the FHANA or the KFPS will clearly indicate that it originated from the FHANA. Members should be careful with and dealings with such groups in order not to jeopardize their or their horse's standing with the FHANA or the KFPS. FHANA members are prohibited from utilizing the proprietary database maintained by FHANA and the KFPS for unauthorized use in conducting the business of another purported registry or organization. FHANA members found to have engaged in the unauthorized use of the database for such purposes will have their access to the member's only portion of the website disabled.

### **1.2.8 Termination of Membership**

**1.2.8.1 Resignation-** Any member wishing to resign from the FHANA may do so as specified in the Bylaws. If a membership terminates during the calendar year, no portion of the membership fee will be refunded.

**1.2.8.2 Suspension or Termination-**membership may be suspended or terminated at the request of the Board of Directors or by the request and vote of the membership as specified in the Bylaws.

**1.2.8.3 Non Payment of Dues-** Membership will be terminated if annual membership Dues are not paid by March 31<sup>st</sup>. However until members have paid the current year dues, they are not considered to be in good standing and therefore are not entitled to vote in Association proceedings, have registrations processed, or receive other services of the Association.

### **1.3 FEES**

**1.3.1 Amounts-**Establishment of and changes to service fees, deposits, penalties and membership dues are approved by the Board of Directors. A schedule of membership dues and list of fees is provided regularly to the FHANA membership and will be posted on the FHANA website.

**1.3.2 Fees Are Due In Advance of Service-**Where possible, all fees are payable in advance of services. No registration documents will be processed, horses judged or any other services rendered by the FHANA or the KFPS until the appropriate fees have been received and processed by the FHANA. In addition, to receive the services of the FHANA, members must be in good standing (see Section 1.2.6.1).

**1.3.2.1 Returned Checks-**payments made to the FHANA with checks which are returned by the bank on which they are drawn are subject to the charges shown in the list of fees.

**1.3.3 Delinquent Accounts-**In the event that members have an account owing to the FHANA, any amounts received will be first applied to the oldest balance owing. Interest at 1.5% per month (18% per annum) will be charged on balances owing for more than three months starting at the end of the third month. The account must be brought current before any further FHANA services will be performed. Members with a delinquent account will be listed in the Friesian magazine on a quarterly basis until the account is brought current.

**1.3.4 Penalties-**the Board of Directors reserves the right to recommend penalties in conjunction with or in addition to other fees. Such penalties will be assessed on a situation by situation basis and must be approved by the Board of Directors. An example of a cause for such a penalty is a violation of the responsibilities of the FHANA members as specified in Section 1.2.6 of these Rules and Regulation.



#### 1.4 CHAPTERS AFFILIATED WITH FHANA

**1.4.1 New Chapter Designation-** Members applying for a new chapter in their geographic area must fill out and submit to the FHANA office the FHANA Chapter Application. A list of members and the activities the chapter intends to participate in representing the FHANA will be included with the Application upon submission. A chapter may be formed by any group or concentration of people. A chapter should include at least five people with separate FHANA full memberships who are eligible to vote in Association proceedings and who are full, voting members of the chapter. The chapter will include in their paperwork their designated contact person. The new chapter application will be presented to the Chapter Committee for recommendation to the Board of Directors for approval/denial of the application. The Boards' decision of granting or declining the application will be communicated to the chairman of the Chapter Committee to notify the applicants. Once the new chapter has been notified the FHANA office will include the Chapter on the FHANA website listing of FHANA Chapters.

**1.4.2 Renewing Chapter Designation-** Chapter affiliated with the FHANA may be formed of by any group or concentration of people. A chapter should include at least five people with separate FHANA memberships who are eligible to vote in Association proceedings and who are full, voting members of the chapter. Each new renewing chapter must submit the Chapter application renewal form by January 31 of each calendar year. The renewal form should promptly notify FHANA of its formation and list a designated contact person and include a roster of current members. Each chapter must provide notice to FHANA of chapter activities and must renew its chapter status with FHANA by January 31 of each year.

**1.4.3 Chapter Members-** Only FHANA members in good standing who are entitled to vote in Association proceedings are eligible to be full, voting members of the chapter. FHANA members may join more than one chapter. FHANA members who join more than one chapter can be a full, voting member in only one chapter and can be an associate, non-voting member in additional chapters. FHANA members are not required to be a full member of any chapter. If its members agree a chapter may include as associate, non-voting chapter members, people who are not Friesian horse owners and/or who are not members of the FHANA.

**1.4.4 Chapter Rules and Finances-** Each chapter will determine its own administration and activities which shall not be contrary to the FHANA's goals and policies. Each chapter must recognize and abide by all rules, regulations and statutes of the FHANA. Each chapter will be self-supporting and its operating costs will not be underwritten by the FHANA. Effective March 1, 2012, all FHANA Chapters must present chapter bylaws to FHANA in order to continue their charter

#### 1.5 FHANA EMBLEM

**1.5.1** The FHANA is symbolized by a unique emblem consisting of a shield containing a crown, a Friesian horse and the letters "FHANA". This design or insignia is the exclusive property of the Association and may be used by members in good standing to promote the purebred Friesian horse subject to the following conditions:

a. Only Used in conjunction with a Friesian horse or horses; for example, on a white saddle blanket when that blanket is worn by a Friesian horse, or on a harness or carriage when that harness or carriage is on or being pulled by a Friesian horse or horses.



- b.** Only used to publicize and promote activities wholly concerned with the Friesian horse; for example, Regional Judging's or that part of the Pomona show exclusively dedicated to the Friesian horse.
- c.** Only used by itself and not in conjunction with any other emblem or advertising.
- d.** Only used in its complete form which is illustrated in the Appendix to the Rules & Regulations.
- e.** Only used for personal use and not on items for resale. Only the FHANA or its agents are entitled to sell items containing the FHANA emblem. Requests for a franchise to sell such items may be submitted to the **FHANA Office** ~~Association secretary~~.
- f.** Only used on member stationery or printed materials when accompanied by the words A member of The Friesian Horse Association of North America, and when clear distinction is made that the emblem only represents membership in the Association, rather than the Association itself.