

## **Board of Directors Minutes**

September 18th, 2018 1:30PM EDT

### **A. Welcome & Call to Order - Dr. Rosanne Palermo, President**

i. In attendance: Dr. Rosanne Palermo, President, Ms. Jennifer McClelland, Vice President, Ms. Angie DePuydt, Treasurer, Ms. Charlotte Dumford, Secretary, Ms. Barb Renico, Director, Mr. Eric Smith, Director, Ms. Allison Thomas, Director, Mr. Jason Tice, Executive Director

ii. Identify conflicts of interest-No conflicts of interest were identified

### **B. Secretary's Report - Charlotte Dumford, Secretary**

i. Ms Dumford presented the minutes dated August 21st, 2018. **Motion made by Ms. Dumford to accept the minutes as presented. Motion seconded by Ms. Renico. Motion approved unanimously.**

ii. Ms. Dumford presented the minutes dated September 4th, 2018. **Motion made by Ms. Dumford to accept the minutes as presented. Motion seconded by Ms. Thomas. Motion approved unanimously.**

### **C. Matters arising from the Minutes**

### **D. Correspondence**

i. Mr. Tice presented a letter from Marvel Jeffcoat for discussion. Dr. Palermo informed the Board that she has personally contacted Ms. Jeffcoat and that the matters outlined in this letter have been resolved to Ms. Jeffcoat's satisfaction.

### **E. Treasurer's Report-Angie DePuydt, Treasurer**

i. Review of the Financials for August 2018-Ms. DePuydt presented the financials for August 2018.

#### Balance Sheet

Total Assets: \$489,629.14

Total Liabilities: \$1,244.19

Total Liabilities & Equity: \$489,629.14

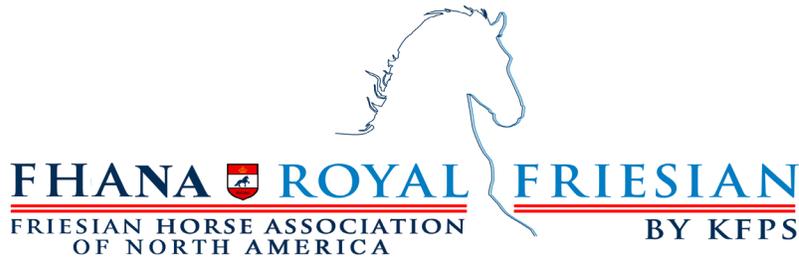
#### Profit & Loss Year to Date:

Total Income: \$548,239.02

Total Expense: \$418,024.28

Net Income: \$130,214.74

#### Profit & Loss August 2018:



Total Income: \$69,740.26

Total Expense: \$56,615.24

Net Income: \$13,125.02

**Motion made by Ms. DePuydt to accept the treasurer's report as presented.**  
**Motion seconded by Ms. McClelland. Motion approved unanimously.**

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

Mr. Tice presented the following information for the inspections: Currently, there are 665 horses entered for the inspections. Indiana-96, Central CA.-64, New England-31, Southern CA.-28, Wisconsin-49, Tennessee-39, Utah-12, Maritimes-14, Nevada-24, Kansas-32, Quebec-23, Montana-21, Texas-19, Iron Spring Farm-49, Ohio-43, Ontario-54, British Columbia-34, Alberta-26. There are 7 horses registered for possible upgrades at the Central Mare Show. Ms. McClelland inquired if the Indiana/Michigan site can be given an additional day for 2019. Mr. Smith responded that this will be addressed by the inspection committee at the end of the year. Mr. Tice reported our current membership level is 1527, which is 2% higher than this time last year (2017). We are 5% over budget. This is due to the overlap of renewals from year to year. Mr. Tice notified the board of the passing of Nancy Nathanson who was the Executive Director of IFSHA. Mr. Tice reported the family did not want any special flowers etc. to be sent. Mr. Tice would like to do something during the IFSHA Grand Nationals or make sure FHANA recognizes her during the half time of the Central Mare Show. Ms. Nathanson was a great asset to Mr. Tice, and he certainly enjoyed working with her. The board directed Mr. Tice to reach out to Sandy Jacobs to see if anything can be done during the event. Mr. Tice requested that each board member write a "WISH" list of items or functionalities they would like to see on the website. After a brief discussion, Dr. Palermo and Mr. Smith felt it was best to develop a small committee to investigate this and assist. Mr. Tice reported that he has set up ACH and Check Fraud Protection with our bank account. Mr. Tice requested that the office be closed early on Oct. 10th, 2018 to allow the staff to take advantage of our tenant's hospitality at Keeneland. Mr. Smith requested that a notice be sent to the membership. The board agreed. The office is in full-blown inspection mode. Mr. Tice and Ms. Seitz have a plan to capture the horses that still need to complete the Hydro/Dwarf testing if they make ster. The office is now setting up for the results of the inspections.

## **G. Committee Reports**

i. Inspection Committee (Eric) Mr. Smith reported that a site host meeting took place on Sept. 11. The attendance of the meeting was good, but not great. Mr. Smith reported that we do have the dates from the KFPS and that we are currently working with the sites on date requests. We will start to put the schedule together shortly. Mr. Smith reported that the committee will be reviewing the refund policy to see if changes are necessary for the future. Mr. Tice responded that he was not included in the discussion and requested that he be included in future correspondence concerning the association's refund policy. After some discussion, the Board determined that Mr. Smith should contact the member in question to clarify the current refund policy. The Board asked the committee to review the policy further and report back to the board.

a. Review Participant & Site Host Code of Conduct. -Mr. Smith reported he does not have any new information on this subject. Ms. Thomas inquired why this item has been delayed. Mr. Smith responded that the item has not been submitted to the committee. Ms. McClelland reported that a version has been presented to Mr. Smith and Mr. Tice and suggested a possible communication breakdown. Ms. Thomas reported that a draft was sent out as part of the August Board packet. Mr. Tice responded that would have been the most current version of the draft. Dr. Palermo requested that this draft be sent out to the board for discussion by email. The Board decided this item should be available for the site host recap meeting in October.

ii. Membership Committee (Jennifer) Ms. McClelland presented the minutes dated August 27th, 2018.

a. Ad-Hoc membership committee (Angie)-Ms. DePuydt presented the new membership categories & Bylaw changes. Based on the agreement that Dr. Palermo worked out with the KFPS, the committee is presenting the new membership category "Sport/Pleasure Member." This membership will have no KFPS access. The committee also addressed the "Associate" membership and "Lifetime" fees. Mr. Smith asked how the renewal process would take place for the "Sport/Pleasure" membership. Mr. Tice reported that the new category can only be processed by mail or phone since this membership level has no access to the KFPS database for online renewal. Mr. Tice will continue to work towards this. Ms. Thomas pointed out a discrepancy in the benefits Business members receive. She corrected the item to read that Business members receive a 10% discount for their advertising. **Motion made by Ms. DePuydt to accept the changes to the membership categories as presented along with the corresponding Bylaw changes. Motion seconded by Ms. Renico. Motion approved unanimously.**

iii. Central Mare Show (Charlotte) Ms. Dumford presented the minutes dated Sept. 11th, 2018



iv. Editorial Committee (Angie) Ms. DePuydt presented the minutes dated Sept. 6th, 2018. Ms. DePuydt outlined the cover policy of the magazine for the future. The cover will now be open to the general membership with the goal of attracting more horses that might be excelling in their respective disciplines. The committee is also budgeting for the potential lost revenue resulting from this new policy.

v. AGM Committee (Charlotte) Ms. Dumford presented the minutes dated Sept. 6th, 2018. Ms. Dumford reported that the committee has secured a facility for the live demonstrations and that Ms. Munday has secured some financial support/sponsorship to help offset the cost of the facility.

vi. Marketing Committee (Allison) Ms. Thomas presented the minutes dated Sept. 12th, 2018

vii. Breeding Committee (Allison) Ms. Thomas presented the minutes dated Sept. 10th, 2018. A main topic of discussion was the proposal for Breeding Committee to do research to facilitate the recognition of preferent mares at the inspections.

viii. Sports Committee (Charlotte) Please review the Sports Committee Proposal dated 8.23.18. The proposal was tabled until the Oct. 2019 meeting. Based on member feedback, Ms. Thomas suggested seeking out higher quality and greater variety in the actual awards. Ms. DePuydt will send a possible new source of awards to Ms. Dumford to review and pass on to the committee.

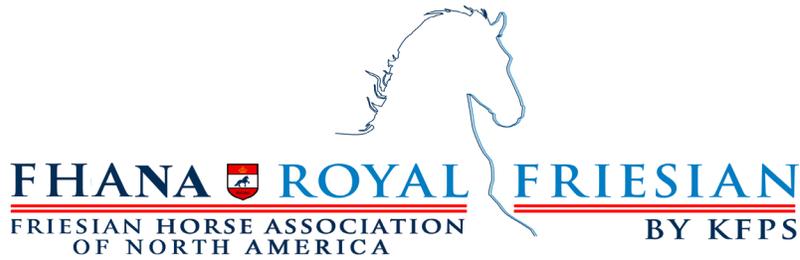
ix. Health Committee (Allison) Ms. Thomas presented the minutes dated Aug. 23, 2018

x. 35th Anniversary (Allison) Ms. Thomas presented the minutes dated Aug. 29th, 2018. Ms. DePuydt requested to see a copy of the budget. Ms. Thomas will send the budget to the board.

## **H. Review Items**

i. 2019 KFPS Stallion Show & Friesian Proms (Jason) Mr. Tice requested the names of the board members who will be sitting at the FHANA table. The following expressed an interest at sitting at the table: Eric Smith, Angie DePuydt + one, Charlotte Dumford + John Dumford. The Board also discussed Mr. Tice's attendance at the show. His attendance will depend on how finances come together for the remainder of the year.

## **I. Discussion Items**



i. Hall of Fame (Jason) Mr. Tice presented three candidates nominated by their chapters for the FHANA Hall of Fame. The board discussed each nomination then voted. Nominee one did not pass. Nominee two was approved to move on. Nominee three did not pass. Mr. Tice will send out the bio of the approved nominee to the Chapter Presidents.

## **J. Board Round Table Discussion**

## **K. Good of the Order**

- i. Next Meeting October 16th, 2018 at 1:30PM EDT via Teleconference
- ii. Future Meeting November 20th, 2018 via Teleconference.

## **L. Adjourn**

**Mr. Smith motioned to adjourn. Ms. Thomas seconded. Meeting adjourned at 4:06 EDT.**

## Proposed 2019 Membership Levels

### FHANA Membership Details

- FHANA membership year is February 1 through January 31 of the following year.
- Memberships may take 48 hours to process.
- Refer a Member Program: For every member you refer to FHANA you will receive \$10 off your next year's membership dues. Maximum 10 referrals.
- FHANA dues are allocated in the following way: \$50 of Full & Business member dues go directly to the KFPS in the Netherlands. \$40 goes towards the quarterly publication of the Friesian Magazine. The remaining balance is used as general income to operate FHANA in North America.
- A onetime administrative fee of \$20 will be added for new members.

### Associate Membership

Any person who is not a citizen or resident of North America, or who is a citizen or resident of North America but does not own a registered Friesian horse can become an Associate Member of the Association.

- Receives “The Friesian” magazine.
- May take advantage of the various FHANA member benefits.
- Has limited access to FHANA member features online.
- Has no access to the KFPS Database. Associate Members who wish to conduct pedigree research before purchasing a Friesian are encouraged to contact the FHANA Breeding Committee for assistance at no charge.

Fee ~~\$90~~ \$60

### Sport/Pleasure Membership

Any owner of at least one registered Friesian horse and who is a citizen or resident of North America can become a Sport/Pleasure Member of the Association.

- A Sport/Pleasure Member in good standing is entitled to one vote in Association proceedings.
- Is eligible for election to the Board of Directors.
- Receives “The Friesian” magazine.
- May take advantage of the various FHANA benefits.



- Has no ability to register horses. Sport/Pleasure Members wishing to register a new horse must upgrade to a Full membership.
- Has no ability to register horses for Inspection, IBOP or ABFP testing.
- Has no access to the KFPS Database. Sport/Pleasure Members who wish to conduct pedigree research before purchasing a new Friesian are encouraged upgrade to a Full Membership (\$50 fee to upgrade) or contact the FHANA Breeding Committee for assistance at no charge.

**Fee \$90**

## Full Membership

Any owner of at least one registered Friesian horse and who is a citizen or resident of North America can become a Full Member of the Association.

- Has the ability to register horses.
- ~~An Individual~~ A Full Member in good standing is entitled to one vote in Association proceedings.
- Is eligible for election to the Board of Directors.
- Receives “The Friesian” magazine.
- May take advantage of the various FHANA benefits.
- Has access to the KFPS Database
- Has ability to register horses for Inspection, IBOP or ABFP Testing.
- Ability to have horses listed in either Individual, Family, or Business name

**Fee \$140**

## Business, Breeders & Sellers Membership

A legally recognized business entity organized in a North American country can become a Business Member of the Association provided at least one registered Friesian horse is owned by the entity.

- Has the ability to register horses.
- Can have those horses listed in the Business name.
- Business members are limited to the principals of the business.
- A Business Membership in good standing is entitled to one vote in Association proceedings.
- One member of the group who is at least eighteen (18) years old is eligible for election to the Board of Directors.



- Receives “The Friesian” magazine.
- May take advantage of the various FHANA benefits.
- Has access to the KFPS Database
- Has ability to register horses for Inspection, IBOP or ABFP Testing.
- Business members will be listed automatically on the Breeders and Sellers list of the website.
- Business members are able to advertise in various FHANA publications with a 5% discount.
- With a business membership two or more people's names can appear on the registration document.

**Fee \$180**

## **Life Membership**

~~Any Individual Membership in good standing may, upon payment of specified fees to the Association, convert their membership to an Individual Life Membership. A Life Member has all the privileges of an Individual member and is exempt from the payment of membership fees or assessments during his or her lifetime.~~

~~**Fee \$10,000**~~

## **Administrative Fee**

Fee Charged to all new or reinstated members

- A onetime fee is charged to all new members

**Fee \$20**

**Dues for New Members** In the calendar year of initial membership in the Association, i.e has never previously been a member, membership dues will be prorated according to the following schedule:

Joining February 1- July 31 Full amount is due

Joining August 1- October 31 75% of full amount

Joining November 1- January 31 35% of full amount

All Membership payments charged by credit card are processed in the FHANA office. The Pro Rating of dues will be taken care of in-house and applied accordingly to the schedule listed



above. Any overpayments of dues will be considered a donation to FHANA.



## Proposed Bylaw Language Change Article 5: Members & 5.3 Voting Membership

### Article 5: Members

- **5.1 Members.** Any person who subscribes to the purposes, objectives and policies of the Association and meets the requirements set forth in these Bylaws may become a member of the Association. Eligibility for membership shall be determined at the time of the initial application and subsequently when the membership is renewed. All ~~individual~~ members agree to abide by the rules and regulations of the Association and these Bylaws or by rules and regulations and Bylaws as may hereafter be determined by amendment or by resolution of the Board.
  
- **5.2 Classes of Membership** Association shall have the following classes of membership:
  1. ~~Individual Full~~. Any person who is an owner of a least one registered Friesian horse and who is a legal resident of a North American country can become an ~~Individual Full~~ Member of the Association. An ~~Individual Full~~ Member in good standing is eligible for election to the Board of the Association.
  
  2. **Sport/Pleasure.** Any person who is an owner of a least one registered Friesian horse and who is a legal resident of a North American country can become a Sport/Pleasure Member of the Association. A Sport/Pleasure Member in good standing is eligible for election to the Board of the Association.
  
  3. ~~Family or Business~~ **Business, Breeders & Sellers.** Two or more members of a family who are legal residents of a North American country, or a legally recognized business entity organized in a North American country may become a ~~Family or Business~~ **Business, Breeders & Sellers** Member of the Association provided at least one registered Friesian horse is owned by the family or business entity. For the purposes of this category, the term "family" is defined as a husband and/or wife and all children under the age of eighteen (18) years. One member of the group who is at least eighteen (18) years of age, in good standing, is eligible for election to the Board.



4. Associate. Any person who is not a legal resident of a North American country or who is a legal resident of a North American country but does not own a registered Friesian horse can become an Associate Member of the Association. An Associate Member is not eligible for election to the Board.
5. **Honorary.** Any person who has made a significant personal contribution to the Association or to the goals or principles of the Association may be nominated by an Association member, in good standing, to become an Honorary Member of the Association. Individuals so nominated must be seconded by another Association member, in good standing, and elected by unanimous vote of the Board. An Honorary Member shall not be assessed an annual membership fee. An Honorary Member is not eligible for election to the Board.

~~6. **Life.** Any person who qualifies as an Individual Member, under 5.2 (a), in good standing, upon payment of a specified fee set forth in the rules & regulations of the Association, may become a Life Member. A Life Member shall have all the privileges and obligations of an Individual Member except that a Life Member shall be exempt from the payment of yearly membership fees during his or her lifetime.~~

- **5.3 Voting Membership** Association shall have the following classes of voting membership:
  1. Board Voting Members Board Voting Members of the Association are those **Individual Sport/Pleasure, Full, Business and Breeders & Sellers** Members from time to time qualified to vote as members of the Board of Directors.
  2. General Voting Members. General Voting Members of the Association are those **Individual Sport/Pleasure, Full, Business and Breeders & Sellers** Members in good standing.
  3. Balloting. Whenever elections are required by these Bylaws, unless otherwise provided herein, the election process shall follow the procedures set forth by the Board of Directors.