

American Saddlebred Horse Association, Inc.

Board of Directors Meeting

Embassy Suites Hotel
Lexington, Kentucky

Saturday, February 16, 2008
3:30 p.m. Eastern Time

MINUTES

[As APPROVED July 7, 2008]

Members Present: Bill Blacklaw, Mary Anne Cronan, Vicki Gillenwater, Louise Gilliland, Nelson Green, Carl Holden, Scott Matton, Dr. Margaret McNeese, Barbara Molland, Mary Ann Pardieck, Kay Richardson, Jimmy Robertson, Jim Ruwoldt, Paul Treiber, Judy Werner, Art Zubrod.

Members Absent: David Howard, Dr. Alan Raun.

Others Present: Registry Director Anne Stafford.
UPHA President Jim Taylor.
Counsel Jeff Streepey, Executive Secretary Alan Balch.
Mrs. Misdee Wrigley Miller, Chair, Nominating Committee (in part).

- I. **The meeting was called to order by Mr. Balch** at 3:30 p.m., inasmuch as the incoming board had not yet elected leadership; he called the roll and noted that a quorum was in attendance.

Since the chairman of the Nominating Committee for Officers was present, it was suggested that the agenda be adopted as circulated, with the correction that all recommendations of the Nominating Committee be received at the same time, early in the meeting. *Mr. Ruwoldt moved to adopt the agenda as modified, Ms. Pardieck seconded, and the motion carried without objection.*

- II. **Nomination and Election of Officers**

Mrs. Miller presented the first report of the Nominating Committee for Officers (Misdee Wrigley Miller, Chair; Jimmy Robertson; Judith Werner), and proposed the slate of officers as follows: President, Mary Anne Cronan; First Vice President, Mary Ann Pardieck; Second Vice President, Victoria Gillenwater; Secretary, Paul Treiber; Treasurer, Jim Ruwoldt. Mrs. Miller noted that all had agreed to serve, if elected. ***Ms. Richardson moved that the slate as presented be elected, Mr. Zubrod seconded, and the motion carried unanimously.***

Mrs. Cronan assumed the chair for the remainder of the meeting.

III. Nomination and Election of Registry Board, 2008

Mrs. Cronan called upon Mrs. Miller, who explained that the bylaws of the Association and Registry require that not less than five directors of the Association be elected as directors of the Registry, and that the Registry's bylaws required that the president, secretary, and treasurer of the Registry's board must be elected by that board from those individuals. With that in mind, she stated that the Nominating Committee for Officers recommended the following Association directors be elected to the Registry board: Mary Anne Cronan, Margaret McNeese, Barbara Molland, Jimmy Robertson, and Judith Werner. ***Mr. Zubrod moved that the slate be approved, and Mr. Treiber seconded the motion, which carried unanimously.***

The election of those five directors leaves four positions for director open, and Mrs. Miller on behalf of the Nominating Committee presented seven candidates for those positions, from whom an election by the Association directors would be held: Margo Baird, Deborah Butler, Lisa Duncan, Brian Reimer, Robert Ruxer, Anne Stafford, and Tony Weldon. Biographical materials on each candidate were provided to the directors for consideration.

A series of ballots were undertaken, with the counting supervised by Mr. Streepey. Following the balloting, the following four directors of the Registry were elected: Lisa Duncan, Brian Reimer, Robert Ruxer, and Anne Stafford. Mr. Balch was directed to undertake scheduling an organizational meeting of the Registry board at the earliest possible opportunity, so the leadership of the Registry could be installed.

IV. Authorization/Designation of Executive Committee

Mr. Streepey and Mr. Balch reviewed the language in the Association's bylaws, Article IX, Section 1, describing the Executive Committee. Following discussion, ***Mr. Treiber moved, and Dr. McNeese seconded, that the Executive Committee be authorized to include the officers as elected, with the addition of Mr. Sarver as immediate past president of the Association, provided he was willing to serve. Mr. Sarver agreed, and the motion carried unanimously.***

V. Appointment of Nominating Committee Members, 2009 Election

Mrs. Cronan called upon Mr. Balch to report on the election by Association members of their seats on the Nominating Committee. Mr. Balch advised that the Association members present at the Annual Meeting earlier in the day, either in person or by proxy, had elected Nancy Becker and Carol Reedy. The floor was opened for nominations from the board, and Ms. Gillenwater and Mr. Matton were elected from the board to the Nominating Committee. Mrs. Cronan appoints the chairman of the committee per the bylaws, and selected Mrs. Molland, who agreed to serve.

VI. Consideration of 2008 Budget

Mrs. Cronan noted that the proposed budget for the Association had been endorsed by the Finance Committee, and that all was in order for its consideration and approval. *Ms. Gillenwater moved to approved the budget, Mr. Treiber seconded the motion, and it carried unanimously.*

Mr. Balch reported briefly on performance and compensation reviews, that are held annually following the convention, with adjustments to compensation of staff, if any, effective in early April. He drew the attention of the directors to the allowance for modest increases in compensation in the 2008 budget.

VII. Executive Secretary's Report

Mr. Balch commented that while exact figures are not yet available, it appears as though the convention attendance will be approximately equal with the previous year, and that with better weather, it looks as though the Saddlebred Ball will be at or over maximum capacity. The convention registration process and seating for the Ball were all much more efficiently handled this year. Negotiations are underway already for a possible move to the Marriott Griffin Gate for 2009, for both the convention and the Ball, which would represent an important savings for the Association if negotiations go well.

He also announced that an anonymous pledge had just been received for \$50,000, to match the \$50,000 previously pledged to be released by Mr. and Mrs. Franklin Groves from the Belle Elegant Fund, to make a total of \$100,000 in a challenge grant, to be matched by other smaller gifts up to that amount, so that if additional fund-raising is successful, as much as \$200,000 might be available in the Association's promotional fund for this year. He stated that this would be a top priority for the staff and Association this year.

VIII. Report from the Registry Board, 2008

It was reported that once again the Registry could not hold a formal board meeting, inasmuch as a quorum wasn't in attendance. A discussion ensued of the

Registry board's quorum requirements and bylaw changes and recommendations currently under discussion by the Registry Committee. In addition, current Registry staffing and statistics were also considered as information items. Mr. Balch was reminded to schedule an organizational meeting at the earliest opportunity.

IX. Committee Reports

President Cronan suggested that staff should circulate written reports of the committee meetings to the entire board, and that due to the lateness of the hour, only action items from the committees should be brought to the board at this time.

The Equine Welfare Committee has recommended to the board that a grant of \$1,000 to Saddlebred Rescue be approved from the Equine Welfare Fund balance. Mr. Matton moved that a grant in that amount be approved, Mr. Holden seconded, and the motion carried unanimously.

X. Old Business

Mr. Balch reported on suggestions originally made by President Tom Pettry for a re-organization of the space allotment in the downstairs of the Museum building, occupied by ASHA and the Registry. The topic is of present import because of the Museum's plans to expand, and the ramifications for archives and storage of Museum materials downstairs in the building. Ramifications for the existing lease with the Museum and future plans were discussed.

Mrs. Cronan noted that the proposal from USA Equestrian Trust, Inc., as presented at the meeting on Thursday, had been deferred to this meeting. A lengthy discussion followed, with detailed questions and answers of Mrs. Werner (a director of USA Equestrian Trust), Mr. Balch, and Mr. Streepey. *Mr. Matton moved that the proposal from USA Equestrian Trust be accepted in principle, subject to a formal written agreement developed by Mr. Streepey and attorneys for the Trust, and Mr. Holden seconded the motion. Following further discussion, the motion was approved unanimously, with three abstentions (Mr. Green, Mr. Robertson, and Mrs. Werner [due to her conflict]).*

XI. New Business

Mr. Balch alerted the directors that there had been another difficulty with the hotel this year over the placement of vendors, but he felt that staff had handled the matter as well as possible under the circumstances.

XII. Adjournment

Due to the hour, the meeting was adjourned by agreement of all directors, at 6:00 p.m.

Submitted by: _____

Alan F. Balch
Executive Secretary