

**Combined Board Meeting Minutes**

**Meeting Date:** September 2, 2020, 5:00 p.m. Pacific, 6:00 p.m. Mountain, 7:00 p.m. Central, 8:00 p.m. Eastern

**Meeting Modality:** Zoom -Directions and password were sent out ahead of time.

**Meeting Logistics**

- The meeting was co-facilitated by Julie Alonzo and Jeanne Bond.
- Participants were given instructions as to meeting decorum in a Zoom Meeting. All members had an opportunity to speak on every motion up for discussion.
- Participant order for discussion was also established in an earlier email.

**Voting Order**

When we vote, the meeting facilitators will either call for a voice vote or a roll call vote. A **voice vote** will be used if there appears to be consensus on an item. A **roll call vote** will be used if any member of either Board requests it, or if there does not appear to be consensus.

If a voice vote is called, meeting secretary (Biddie Lowry) will record whether there were any ‘nay’ vote casts. If a roll call vote is called, Biddie will call on individual Board members by name and record the votes from the Confederation Board separate from the votes from the WE United Board, alternating between calling the votes starting with the Confederation Board and starting with the WE United Board.

Voting order was established prior to meeting. Roll Call Votes are recorded on the Voting Record Sheet and saved in Shared Drives > Collab – BOD meetings folder. There were no Roll Call Votes at this meeting.

**Members in Attendance:**

WE United		The Confederation for Working Equitation	
Julie Alonzo	Sarah Pinney	Jeanne Bond	<del>Lauren Gueswel</del>
Polly Limond	Cindy Branham	Jill Malone	<del>Natalia Lord</del>
Trisha Kiefer-Reed	<del>Emily Kemp</del>	Leslie Martien	Adair Soho
Erin O’Shaughnessy	Barry Dornon	<del>Ashley Bowers</del>	Kat Waters
Tracey Erway	Kiki Pantaze	Eleanor Thomas	Chris Stanko
Kristine Strasburger	<del>Heather Walters</del>		Maria Blackstone

**Members Absent:**

CWE: Ashley Bowers, Lauren Gueswel, Natalia Lord

WEU: Emily Kemp, Heather Walters

**Non-Voting Participants:** Biddie Lowry

**Meeting called to order at 8:05 pm EDT by Julie Alonzo, President of WEU. Both organizations must have at least 7 members present for quorum. Quorum was met.**

All motions will be voted on by the Individual Board of each organization.

- Ten members of WEU present, six required to pass any motion.
- Eight members of CWE present, five required to pass any motion.

**Agenda:**

**I. Approval of Meeting Minutes for August 26, 2020 – Julie Alonzo**

Motion made by Chris Stanko **to accept the minutes of August 26, 2020 as submitted.**

Seconded by Kiki Pantaze

Discussion? none

Seeing no further discussion, Julie called for a Voice Vote on the Motion.

Voice Vote: When asked, “ayes” were heard and no “nays” were heard. **The Motion carried.**

**II. Organization Name – Julie Alonzo**

**a. Key Points->**

**After giving the Combined Board background information about the possible names for the new national organization, each member was given an opportunity to share their thoughts. Julie summarized the comments and made a motion to approve the name of USA Working Equitation.**

**b. Detailed Discussion->**

Julie gave some background on the choosing of a name. Working Equitation USA was one choice but the WEUSA name is owned by Rafael Chavez (of Haras Dos Cavaleiros) and is therefore unavailable. The name was never trademarked, and his organization was approached about this matter. No response was received. If this Board pursued this direction, the situation might end up in court.

Then the Merge Management Team considered three things: Domain/URL, and the .org or .us extension. They thought that WE-USA was clearly recognizable, but one must be careful. Since this organization will be a non-profit, you cannot have the words “United States” written out. USAWEA is already in use, but not as a non-profit. The words Alliance, Association, and Affiliation all indicate a part of the something and the Merge Management Team would like a name that is truly a national name. Julie then asked the Board members to share their thoughts on a name.

Appreciation for the work that the Merge Management Team had done was expressed by several. Some felt like if the choices could be narrowed down to 2 or 3 names, perhaps the membership could decide. A couple of members were ok with Alliance or Association, but then at least four members wanted a name that represented our country. In the World Association for Working Equitation (WAWE) the name of most countries’ national organization includes the name of the country. WE-USA fits that convention. Tracy expressed concern that since WEUSA.com is a woman’s magazine, searches might end up at that website. One person commented that many people still do not know that there were two organizations or know anything about the history of WE in this country. The important thing is to have a truly short list to choose from.

Kristine agreed that we should have a recognizable name on the international stage as we will be one central body. She did not feel like the membership should choose if it is between two names such as WEUSA or USAWE. If we had two vastly different names, it would be different. There just are not that many choices. Better for the Board to choose the name, then provide the reasoning and background behind the choice. A few other Board members had mixed feelings about the membership choosing the name.

Trisha commented that the membership has trusted us with far more major decisions than choosing a name. She did not feel like the members cared deeply about the name, just want to be one national organization. It is good to have a name with a similar format to other countries in WAVE. Kat also said that our choices are limited but is also not really concerned about the name. On the other hand, the logo can be incredibly unique. Some other suggestions popped up in the chat box and in conversation such as USNWEA, USWE, USAWEQ, USAWE. Jeanne started pulling this together to say that the name is not really such a big deal and felt like the membership trusts us to make that decision. The membership could have input on the logo. Barry had expressed his opinion eloquently in an email before the meeting, and he was partial to US instead of America. USWE was only 4 letters; short is good. He was mostly interested in hearing what others had to say and was satisfied with the discussion. He felt like we did not need the membership to vote on the name. Several members were ok with the Board deciding on the name tonight and not asking the membership to vote

Julie asked Kristine to do a quick search to see if USWE or WEUS was available. USWE had no domains available, leaving USA-WE or WE-USA, with or without the hyphen. The legal name could be USA Working Equitation. Kristine verified that both the USAWE.org and USAWE.us were available domains. Since WE-USA is so like the woman's magazine, WE-USA did not seem to be a good choice.

Since the conversation was focused on USA Working Equitation or USAWE, Julie made a motion.

**Motion made by Julie Alonzo to vote to approve the name USA Working Equitation (USAWE) for the new national organization.**

Seconded by Polly Limond.

Discussion? There was a question about being incorporated and in what state. Jill cautioned that whoever acquires the domain needs to not purchase it privately as that has caused problems in the past. Kristine acquired both USAWE.org and USAWE.us before Jill had started talking and said it would be no problem to transfer the ownership of the domains to the new organization. She would do so as soon as we were ready to accept her donation of the domains.

Seeing no further discussion, Julie called for a Voice Vote on the Motion.

**Voice Vote: When asked, "ayes" were heard and no "nays" were heard. The Motion carried.**

### III. Incorporation of the new organization: Julie Alonzo & Leslie Martien

#### a. Key points->

Since Colorado is near the middle of the country and is a good state to incorporate in, that state was recommended as the location for incorporation. It was recommended to hire an attorney to be the registered agent rather than use a member of the organization.

#### b. Detailed Discussion->

To incorporate in Colorado, it only cost \$50/year. Others wanted to know more about where to incorporate. Kristine explained that the Registered Agent must be a resident of the state. Leslie Martien's husband (a retired attorney, previously licensed in the state of Colorado) recommended to hire an attorney to serve in that role and not use a member. Kat agreed that using a Registered Agent is a good idea and easy to set up. Jill recognized that research had been done on this topic and agreed that Colorado is somewhat in the middle of the country. Then the discussion turned to the financial part of having the Registered Agent and what taxes might USAWE have to pay by being in Colorado. Chris Stanko of High Country WE stated that they only file a simple tax return and have never paid any taxes. One person pointed out that the law requires some taxes if the earnings go over a certain amount such as \$100,000. High Country's revenue was much less than that, but the national organization's revenue would likely be more. Kiki wanted to know if the 501(c)3 status would change by being in Colorado, and Julie clarified that that was federal law, so the location of asking for the nonprofit status was not relevant.

**Motion by Julie Alonzo to authorize Leslie Martien to file for incorporation of the new non-profit organization, named USA Working Equitation, in Colorado.**

Seconded by Kiki Pantaze.

Discussion? none

Seeing no further discussion, Julie called for a Voice Vote on the Motion.

**Voice Vote: When asked, "ayes" were heard and no "nays" were heard. The Motion carried.**

Erin questioned about the finances. Julie explained that since the two current organizations would eventually combine all financial assets, there is money to hire a Registered Agent and incorporate in Colorado.

**IV. Phase 2 Plan – Jeanne Bond**

**a. Key points->**

**The Phase 2 Plan was accepted with 3 modifications as listed in the minutes below.**

**b. Detailed Discussion->**

Barry suggested that the entire Board have some input or oversight over the Phase 2 Plan. Perhaps all Board members are invited to attend the meetings of the Review Team. Jeanne explained that the Review Team would be meeting 3-5 times a week and most of the work that must be done is mundane, such as forms and procedures. It would also be putting into place the policies that the Board has already voted on. Perhaps the Combined Board could vote on “Board Level” items such as Bylaws which would be prepared by the Review Team and presented to the Board for a vote. Julie said that all work can be put into folders on the common drive so that all members can look at the work being done. They could also give their input at any time. The Articles of Incorporation is the first step in the incorporation process and is straightforward. Leslie is working on those now. Jill commented that the Board may want to see the website before it goes “live.”

Julie and Jeanne summarized the conversations with **the following modifications:**

**a. The Bylaws, overall website appearance and feel, and the logo would be brought before the Combined Board.**

**b. The Articles of Incorporation would be presented and accepted by email vote.**

**c. The rest of the tasks would be prepared by the Review Team, placed in a folder where members could read and make comments or suggestions. Jeanne could let the Board know when a section was finished and up for review.**

Erin wanted to know if she could attend a meeting of her choice, and Julie explained that because of the frequency of the meetings, it might be logistically difficult to arrange. Kat wondered if there was a topic that a member was interested in, could he/she be informed about the meeting on that topic. Jeanne commented that there is an action plan that is frequently updated, and each member can refer to that. She also said that if there was an area that a member was particularly interested in, to let her know and she would invite that member to the meeting.

**Motion made by Julie Alonzo to vote to approve the Phase 2 Plan with the three modifications as mentioned (and listed in the minutes above) in the meeting.**

Seconded by Leslie Martien.

Discussion? Julie appreciated the email from Barry as he was able to identify problems and provide several solutions.

Seeing no further discussion, Julie called for a Voice Vote on the Motion.

**Voice Vote: When asked, “ayes” were heard and no “nays” were heard. The Motion carried.**

**V. Selection of a Logo** – (not on the agenda, but brought up for discussion)

**a. Key Point-> The Combined Board will select the top 3 submitted designs for a logo and send to the membership for a vote. Then a professional will be hired to finalize the logo for USAWE.**

b. Detailed Discussion->

Julie brought up the topic of the logo since it was mentioned earlier in this meeting. The selection of the logo could take one of two avenues:

- a. Have a free-for-all, allowing anyone to contribute a logo design
- b. Ask professionals to submit a logo design

Jeanne also mentioned that she had talked to Melanie O’Rorke about branding. Melanie is an expert in this area, and she recommended that the Board use a professional to design a logo. Many other Board members agreed with this approach. Kristine mentioned that we could have a logo sketch contest, then give it to a professional. Trisha appreciated Kristine’s intent, but believed that we should have a professional to design the logo. Kat asked if Melanie (who knows a designer, Natasha), Kiki (who is a professional designer), and a designer that Julie knows could arrive at a set of parameters. Leslie commented that if we used the membership to come up with a design, there might be a problem with the length of time it would take and possibly hurt feelings might be created if a particular design wasn’t selected. Chris also mentioned that Kris Blacklock came up with great ideas and designs for the National Show and Awards. She is a resource that could be used.

After this general discussion, the Board arrived at a consensus to announce to the members that the Combined Board is seeking professional designers to submit logo(s) for consideration. Kiki also mentioned that she hoped that the designer is one who is involved in Working Equitation.

Julie summarized the discussion: the Combined Board will select the top 3 logos to send to membership for a vote. To be included, logos are due to the organization by September 22nd. Please email Kiki (kpantaze1969@gmail.com) for information about specific design parameters that will be developed by the Marketing Committee. A vote on this process is not necessary because widespread consensus was achieved during the discussion on the topic. No Board members objected.

**VI. Conclusion**

Julie announced since we are starting Phase 2, there would not be a Combined Board meeting next week.

With no further business, the meeting was adjourned 9:46 pm EDT by Julie Alonzo.

Minutes submitted by Biddie Lowry on September 10, 2020.