

### Combined Board Meeting Minutes

**Meeting Date:** September 23, 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	Emily Kemp	<del>Leslie Martien</del>	Adair Soho
Erin O’Shaughnessy	Barry Dornon	Ashley Bowers	Kat Waters
Tracey Erway	Kiki Pantaze	Eleanor Thomas	Chris Stanko
Kristine Strasburger	Heather Walters		Maria Blackstone

#### Members Absent:

CWE: Leslie Martien, Lauren Gueswel, Natalia Lord

WEU: none

**Non-Voting Participants:** Biddie Lowry, Olga Hendrickson

**Meeting called to order at 8:03 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.

- Twelve members of WEU present, seven required to pass any motion.
- Eight members of CWE present, five required to pass any motion.

**Agenda:**

**I. Approval of Meeting Minutes for September 2, 2020 – Julie Alonzo**

Motion made by Jeanne Bond **to accept the minutes of September 2, 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. Update on Legal Process – Julie Alonzo**

**a. Key Points-> The Colorado licensed attorney who will review the Bylaws specializes in non-profit law and is awaiting the Bylaws for review. The attorney indicated that he/she wanted to receive the document in its entirety and not in segments.**

b. Detailed Discussion-> Some members of the WEU or CWE membership wanted the name and address of the attorney. The Governance Team feels like this is not a good idea for a corporation to currently share this information. This should be kept private to respect the attorney/client relationship.

**III. Bylaws Review – Kristine Strasburger**

**a. Key Points-> Each section of the Bylaws was reviewed in this meeting. Any section having questions or comments was discussed and is noted below in the Detailed Discussion section.**

b. Detailed Discussion->

Kristine explained that the document is still a work in progress, Draft 2 will be archived, and Draft 3 will be presented at this meeting. Kristine explained the process tonight. First, she will ask what areas have concerns, and then she would go over the entire document asking for discussion when arrive at those concerned areas. All areas are open for discussion if any question arises.

Areas mentioned to discuss:

Article IV, Sections 7, 8, 9, 12

Article V, Section 4

Article VI, Section 2

The following articles were discussed.

**Article II: Purpose and Powers**

The definition of purpose is standard for any non-profit organization.

### **Article III, Section 1- Definitions**

Definitions were added here so the meaning of these words/phrases would be clear throughout the document. Kiki brought up International Adults and Juniors and wanted more information about these. Kristine explained that details will follow later, as this section was only for defining the terms.

### **Article IV, Section 2 - Classes, Voting and Roles**

Tracey wondered why the international members did not have a vote. Julie explained that since this is a U.S organization, international members should not dictate policy. Participating in competitions is fine. Julie would like to see international members be Licensed Officials (LO), compete, and be on committees. Jill expressed concern about an international member being on a committee, and Julie further explained that a Canadian member served on a committee for WE United and was effective and helpful. It was asked if the Team looked at other equestrian organizations to see how they dealt with international members. Emily stated that USDF and USEA (dressage and eventing) does not allow international members to compete at the national shows. Julie said that other countries involved in working equitation (WE) allow international competitors at the national shows. After this discussion, Tracey was comfortable with the roles of the international members mentioned in Article IV, Section 2.

### **Article IV, Section 6 – Annual Meeting**

Some members thought that this section may need more work and were curious about the selection of the first Saturday in February as the meeting day. Overall, Board Members agreed that this date was fine. Tracey was concerned that the failure to hold an annual meeting would bar any corporate action. Julie clarified that not having the meeting would not bar any previously approved corporate action. After a discussion, wording was added to state that “Failure of a quorum of members as defined in Section 7 below to attend a properly scheduled annual meeting does not affect the validity of any corporate action.”

### **Article IV, Section 7 & 8– General Membership Quorum & Special Meetings**

Julie said that the quorum was set at 25% which is high enough to prevent a special interest group from enacting a major change and low enough to ensure quorum is met. There was a brief discussion and members agreed to keep the 25%. Erin mentioned that the wording needs to be clear for both a General Membership Quorum and for Special Meetings in Section 8. If Quorum is not met as stated in Section 7 for a Special Meeting (Section 8), then the Special Meeting shall be adjourned.

### **Article IV, Section 11 -Proxy Voting**

A note was made to highlight areas that needed a bit of “word-smithing.”

### **Article IV, Section 16 – Membership Regions**

Regions are defined in this section. Earlier a board member wanted to know where this was defined.

### **Article V, Section 4 – Election of Directors and Terms**

F. Vacancies—Jeanne had one minor concern and it was clarified.

G. Continuity of Government -The attorney will examine whether part F & G will hold in case of a catastrophe.

**Article V, Section 5 – Removal of Directors (RD)**

A question was raised about the removal of a RD for excessive absences. That situation is covered in this section that any RD may be removed, with or without cause, at a specific meeting called for that purpose with a three-fourths majority of the Full Board of Directors. Attendance is specifically addressed in Article V, Section 7-Attendance.

**Article V, Section 13 – No Proxy Voting**

Kiki asked about this. Kristine explained that the general membership can use a proxy vote, but the Board of Directors cannot. Julie further clarified that Section 14 states when decisions can be made by mail or email.

**Article VI, Section 2 – President**

There was discussion about the last statement in Section 2 concerning the role of the President and committees. First the definition of ex-officio was explained. Jeanne did not believe that the President should be on a committee. Julie and Erin both thought that it was ok for the President to be on a committee. Erin stated that perhaps the President could be on a committee because of a special talent and could contribute to that committee. Jeanne stated that from a corporate point of view, the President has enough to do with the running of the corporation and managing all the components of the corporation. Several agreed with her. It was further clarified that the President needs to be aware of the meetings and minutes of all the committees and can sit in on them if he/she wants to but has no vote. It is all part of the management of the corporation. Kristine first suggested that she could remove the last sentence of Section 2, but Julie suggested that she just remove the part, “unless duly appointed by the Board to be on that committee.” The statement was amended to now read: “The President serves as an ex-officio member of all committees, able to participate but not able to vote on the committee.”

**Article VII, Section 5 – Rules Committee**

Jeanne stated that she would like to add that the Standing Rules Committee can screen candidates for the Rules Committee and make recommendations to the Board of Directors. There have been problems in the past; the members need to be team players. At first, a sentence was suggested to add to the Bylaws, the several people wanted to discuss this further. Barry wanted to know who had the final say; Jill stated that the Board always has the final say. Tracey said that to be consistent in the Bylaws, how a committee is formed would need to be in each committee statement. This led to Julie acknowledging Barry’s, Jeanne’s, and Tracey’s points of view and perhaps the word “consultation” could be used, but put this in the Policies and Procedures Manual, not the Bylaws, which Kristine agreed with. Tracey agreed that that Rules Committee may make recommendations for future members, but in Policies. Erin wondered if we should have a generic statement about this in the Bylaws, and Julie stated that one does not need to mention policies in the Bylaws. Everyone was satisfied with this discussion.

### **Article VII, Section 8 – Competitions**

Jeanne noticed in an earlier draft that the Competitions Committee Chair shall be on the Appeals Committee. This was an error as the Appeals Committee is made up of the Executive Committee. Kristine made a note to examine Jeanne's email on this will insert the sentence that she mentioned.

### **Article VII, Section 9 – Other Committees**

The previous draft used the term, "any class of member" could be appointed as a member of such a committee. It was suggested and changed to "any qualified USAWE member may be appointed as a member of such a committee." This will allow Junior members to be on a committee.

### **Article X, Section 2 – Conflict of Interest**

Jeanne wanted to know if the process of stating a Conflict of Interest goes here or in the Policies and Procedures Manual. Kristine explained that if there is a Conflict of Interest, it will be evaluated as stated in the Bylaws in this Section 2. Jill noticed that this section does not address other types of Conflicts of Interest such as photos, social media, etc. The definition seems narrow here as it mentions only financial matters. Julie said that more specific cases could be defined in the website policy, social media policy, etc. as they are operational. Jill just wanted to be assured that other types of Conflicts of Interest are addressed. Jeanne and Julie stated that Conflicts of Interest policy in this Section is mostly for financial situations as that is what is considered legal for a 502(c)(3) organization. The additional areas of Conflicts of Interest can be addressed in the Policies and Procedures manual.

### **Article XVII – Amendments**

Kristine added this section and asked the members if she had missed anything or whether there should be any changes to these or to any process.

**Key Points: Draft 3 had a list of Core Governing Documents which included: Articles of Incorporation, Bylaws, Rules, Licensed Officials Program, Code of Ethics, Code of Conduct, Conflict of Interest Policy. This brought a great deal of discussion from many members which ultimately concluded to remove all but the Bylaws in this list of Governing Documents from this Amendment.**

Detailed Discussion:

Jeanne questioned whether the Licensed Officials Program (LOP) and Rules were governing documents. Julie stated that the goal was to put into place a process for making changes including a 45 day wait and having members vote on changes to governing documents. Jeanne stated that this 45 day wait period and having members vote on the rules would be impossible for the Rules Committee. Jill stated that the LOP is a process and having it a governing document would tie the hands of the new officers.

The next step was to examine the process. What documents should the membership vote on? The Rules and LOP are two areas that have processes that have been effective in the past. These two Committees are trusted by the membership. Jill did not believe that this belongs in

the Bylaws. Not being able to change anything in these two areas for 45 days would not work. Jeanne stated again that the Rules cannot wait 45 days for member approval and that Rules are not a governing document of the organization. Tracey mentioned that USDF gives members opportunities for giving feedback on rule changes. Several members agreed that the Rules and LOP processes do not belong in the Bylaws.

Julie stated that transparency was important, and we can publish public commentary and rationale with the Board still having the ultimate decision on any matter. Tracey stated that the Rules Committee can also come up with rules after commentary from the membership. Jeanne then suggested that perhaps a Rules Oversight Committee made up of perhaps a L5 member, a TD, and a Judge be created to see if the proposed rules would work in a competition. Julie then suggested that we remove Rules and LOP from the list but still need to have a place elsewhere to be transparent with the work on the committee. Several others agreed with this; Barry was opposed. If this is addressed in the Policies and Procedure Manual, the majority agreed that it was ok to remove #3 and #4 from the list.

Jill commented that the Bylaws were too long. Erin wanted to know why the Articles of Incorporation was listed as a governing document as it is not a governing document. Barry suggested that they strike parts of the Article XVII section and expressed concern that in the past it was too easy to change the LOP and Bylaws. Kristine stated that this was the section on how to change the Bylaws.

Julie then stated that the goal is to not to surprise the membership with hasty decisions; some things need time for people to express a reaction. She suggested that the time to change the governing documents listed be changed to a minimum of 10 days instead of 45 days. Jeanne mentioned again that the Rule Book is not a governing document for this organization and others expressed concern about the lack of transparency that occurred in the past.

Jill was concerned that the length of the Bylaws will slow down the running of the organization. If the Bylaws are too specific, then individuals could “weaponize” the language and stall the running of the organization. Erin also did not want the Bylaws to tie down the process of running the organization.

Julie summarized the many concerns of the members and suggested that we keep the Bylaws as the only governing document listed in Article XVII, Section 1 and strike the other six items listed if these items are addressed elsewhere. The 45 days mentioned in Section 2 should stay since it would only refer to any changes in the Bylaws. She further stated that it was particularly important to have had this discussion tonight and arrive at a conclusion that the members could agree on.

**Motion made by Julie Alonzo to vote to approve sending the Bylaws to the Colorado attorney for final review, authorizing the attorney to make revisions, if needed, to ensure compliance with state and federal laws governing 501(c)(3) public benefit charities.**

Seconded by Kiki Pantaze

Discussion? Kristine mentioned that she would clean up the copy making the changes made during this meeting. She would name the document Draft 4 and asked that members look over and make comments, just do not make any changes.

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.**

Barry also wanted to thank Kristine for the tremendous amount of work done on the Bylaws. He said that ninety percent of the work was done by Kristine, and we are grateful for her dedication.

#### **IV. Selection of Top Three Logos – Julie Alonzo**

This topic was postponed due to having had a long meeting tonight. Julie stated that she would create a Google Form for the Board to use to narrow down the choices. Logos were first going to be grouped by designer, then it was decided to list them individually. Kiki suggested that we ask for black and white designs, but Julie suggested that we should narrow our choices down to the favorite 3-5 , then contact the designers.

Erin wanted to know if there were some guidelines to use. Kristine suggested that the members look at the large grayscale versions first, then the small grayscale versions, and finally the color versions. Some mentioned that fine lines do not work with embroidery and the logo needs to look good far away and up-close.

It was decided that the Board would meet on Thursday, September 24<sup>th</sup> at 8:30 pm (EDT) to look over the results of the Google Form that Julie will create and to select the top 3-5 logos.

#### **V. Conclusion**

With no further business, the meeting was adjourned at 11:03 pm EDT by Julie Alonzo.

Minutes submitted by Biddie Lowry on September 28, 2020.