



## USAWE Board of Directors Meeting Minutes



**Meeting Date:** Wednesday, July 19, 2023

**Meeting Time:** 5:00 p.m. Pacific, 6:00 p.m. Mountain, 7:00 p.m. Central, 8:00 p.m. Eastern

**Meeting Frequency/Modality:** 2<sup>nd</sup> Wednesday each month held virtually via Zoom

**Agenda:** Sent 7.17.2023 and posted to USAWE.org > Corporate > Records > Meeting Minutes and filed in USAWE G-Drive > Board of Directors (BOD) > Board Meetings folder by Secretary Kris Blacklock

**Minutes:** The 7.19.2023 Minutes were e-approved 7.23.2023 and posted to the USAWE.org > Corporate > Records > Meeting Minutes and filed in USAWE G-Drive > Board of Directors (BOD) folder

**NEXT MEETING – August 6, 2023.** Agenda items due July 26 (14 days prior to meeting) using the online [Board Agenda Item Request Form](#) located on the usawe.org website > Corporate > Records page

Board of Directors in attendance for all or part of the meeting:		Attendance at Roll Call	
Executive Committee		Present	Absent
President	Chris Stanko	P	
President Elect	Doreen Atkinson	P	
Secretary	Kris Blacklock	P	
Treasurer	Leesa Nero	P	
At Large Director 1	Robin Bond	P	
At Large Director 2	Stephanie Hayes	P	
Regional Directors			
R1 Director	Heather Humelbaugh	P	
R2 Director	Katie Franklin	P	
R3 Director	Linda Frazier	P	
R4 Director	Kiki Pantaze	P	
R5 Director	Becky Sherven	P	
R6 Director	Karen Miller	P	
R7 Director	Rebecca Algar	P	

Current # of Board members = 13 | 7 BOD members required for Quorum.

# BOD members in attendance at roll call = 13 | Quorum was established.

BOD Meeting Attendance Log was updated.

Non-voting USAWE Committee Chairs in attendance for all or part of the meeting:						
Affiliate Organizations	Kristine Strasburger	P		International Competition	Kellee Campbell	A
Awards	Bridgett Klingler	P		Licensed Officials (co-chairs)	Christy Reich	P
Coaches Network	Trisha Kiefer-Reed	A			Doreen Atkinson	P
Competitions	Kim Hillyer	P		Marketing	Amie Perryman	P
Elections	Biddie Lowry	A		Membership	Kate Steffes	P
Ethics	Dan Dahlke	A		Rules	Jeanne Bond	P
Financial Oversight	Brittany Flowers	P		Website	Kristine Strasburger	P
Horse Recording	Mindy Finelli	A		Youth Development	Kasey Riddle	P

Current # of Committee Chairs = 16; 11 Committee Chairs in attendance.

**USAWE Members in attendance for all or part of the meeting:** Leslie Martien (R3), Tracey Erway (R1), Pat Melton (R7)

**Call to Order:** President Chris Stanko called the meeting to order at 5:01 PM Pacific Time.

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# USAWE Board of Directors Meeting Minutes



**FINANCIAL REPORT** prepared by *Leesa Nero, Treasurer*

## Financial Summary through July 15, 2023

Current Funds:	U.S. Bank Checking #1	\$9,432.05	(\$6,700.00 of this is earmarked as Restricted Funds)
	U.S. Bank Checking #2	\$665.00	
	U.S. Bank Savings	\$145,947.55	
	PayPal Bank	\$7,554.50	
	<u>Total Funds</u>	<u>\$163,599.10</u>	As of July 15, 2023

## OLD BUSINESS

**BUDGET** – *Chris Stanko, President, Leesa Nero, Treasurer (see Appendix A, pg 6 of meeting minutes)*

Treasurer Leesa Nero reviewed DRAFT 2023 Budget created by Secretary Kris Blacklock and Treasurer Leesa Nero based on historical data, approved board motions and committee chair income/expense adjustments.

KRIS BLACKLOCK, SECRETARY, made a motion; CHRIS STANKO, PRESIDENT, seconded

**Motion:** Approve the 2023 USAWE Operational Budget.

→ **Motion passed by voice vote with 13 in favor, 0 opposed, 0 abstained, 0 recused, 0 absent.**

**REGIONAL VS CHAMPIONSHIP SHOWS** – June 2023 Membership Survey Results (*see usawe.org > Corporate > Records > Meeting Minutes > Elected Board Minutes 2023*) and WAVE Memorandum of Agreement

Board reviewed/discussed membership responses to the June questionnaire regarding preference for Regional vs. Zone Championship Shows. Survey Timeframe June 1-30, 2023; 782 survey recipients; 280 responses; 35.8 response rate. BOD also considered the (3) year WAVE-USAWE Memorandum of Agreement signed 3.2.2022 that stipulates “Organize and promote, at least, 2 (two) official Zone Championships working equitation competitions in its country according to WAVE’s practices, standards, rules and regulations, attended by at least 1 (one) WAVE official”.

Heather Humelbaugh to draft championship proposals for next board meeting.

## NEW BUSINESS - COMMITTEE REQUESTS

**LICENSED OFFICIALS – 2023 EOH SEMINAR – GIRA.io SILENT JUDGING** – *Christy Reich, Chair*

The actual cost for setting up GIRA.io for silent judging (for 17 silent judges) was \$958.28 (\$664.30 flight, \$245.11 rental car, \$75.87 EOH GIRA score sheets); not the proposed amount of \$630 as requested on April 26 (\$380 for airfare and \$250 for car rental).

DOREEN ATKINSON, PRESIDENT-ELECT, made a motion; KIKI PANTAZE, REGION 4 DIRECTOR, seconded

**Motion:** Amend the 2/8/23 motion “Approve a budget increase of \$630 for the June 2023 EOH Licensed Officials Seminar in Woodstock IL to cover the expense of setting up GIRA for silent judging.” to read “Approve a budget increase of \$1,000 for the June 2023 EOH Licensed Officials Seminar in Woodstock IL to cover the expense of setting up GIRA for silent judging.”

→ **Motion passed by voice vote with 13 in favor, 0 opposed, 0 abstained, 0 recused, 0 absent.**

**INTERNATIONAL** – *Chris Stanko, President, Executive Committee*

Reimburse Amy Star, parent of Summer Star who competed in the 2023 Junior/Young Rider World Championship July 5-9 for a \$513.78 FedEx expense incurred to expedite receiving USAWE branded attire for the event (AZ to Portugal) due to late shipping by vendor.

CHRIS STANKO, PRESIDENT, made a motion; REBECCA ALGAR, REGION 7 DIRECTOR, seconded

**Motion:** Approve the \$513.78 FedEx expense incurred to expedite receiving USAWE branded attire for the 2023 Junior/Young Rider World Championship held July 5-9, 2023 in Portugal.

→ **Motion passed by voice vote with 13 in favor, 0 opposed, 0 abstained, 0 recused, 0 absent.**



## USAWE Board of Directors Meeting Minutes



**REMINDER – all expenses >\$500 require full executive committee prior approval. All committee expenses must have full board of director's budget approval and committee chair signature/date approval.**

### **FINANCIAL OVERSIGHT - HIRE NON-PROFIT ATTORNEY FOR THE ORGANIZATION – *Brittney Flowers, Chair***

The organization needs to have an attorney/law firm on retainer to assist the organization, on an as needed basis, that is familiar with who we are and our Bylaws as well as assist when it comes time to revise/modify the current bylaws. The attorney recommended by the EC, and approved by the BOD, should initially charge for services to review and become familiar with who we are and with the current Bylaws but then bill the organization on an as needed and requested basis and not charge any monthly retainer fees.

KRIS BLACKLOCK, SECRETARY, made a motion; KIKI PANTAZE, REGION 4 DIRECTOR, seconded

**Motion:** USAWE Executive Committee to conduct interviews with at least three (3) Colorado corporate attorney/law firms that are familiar, and work with, not-for-profit organizations, not-for-profit Bylaws and contract and license agreements and to then hire one as the organization's ongoing legal advisor on an as-needed basis.

→ **Motion passed by voice vote with 13 in favor, 0 opposed, 0 abstained, 0 recused, 0 absent.**

### **FINANCIAL OVERSIGHT – TRAVELING MAIL SERVICE FOR THE ORGANIZATION – *Brittney Flowers, Chair***

Currently the physical mailing address listed on the website is that of past president Leslie Martin who should not be receiving and dealing with the organization's mail. It is also the address listed on the corporate records and could remain as such. By using Traveling Mail a physical address would be established for USAWE in CO, that would be listed as the organizations mailing address on the website, and the company will scan the outside of anything received and email the info to the three established contacts. The contacts can then instruct Traveling Mail to shred and destroy pieces as necessary (no charge for shredding) or to forward and mail the pieces to one of the three contacts for opening and processing.

**Motion failed for lack of motion/second.** Leslie Martien is the organization's Registered Agent and notifies the Executive Committee and/or Committee Chairs of mail received.

**Motion:** USAWE to subscribe to Traveling Mail service for \$15.00 per month (\$180.00 per year) with a physical address established for USAWE in CO, and as needed, cost of postage plus \$2.00 to forward any mail received for the organization to one of three contacts set up: to be the President, President-Elect and Secretary.



## USAWE Board of Directors Meeting Minutes



### YOUTH DEVELOPMENT – DUES, EDUCATIONAL GRANT AND BUDGET – Kasey Riddle, Chair

Dues generated by the youth membership fees will aid in the support of grant programs, scholarships and other opportunities being developed and available to youth membership. The YDC will work together with USAWE committees and board to fully inform, prepare, and bridge members into acceptance and understanding of the youth membership fees, so that membership knows the revenue will be put directly back into and invested in the youth of our organization.

STEPHANIE HAYES, AT LARGE DIRECTOR 2, made a motion; ROBIN BOND, AT LARGE DIRECTOR 1, seconded

**Motion:** Starting with the 2024 membership year, begin implementing membership dues for youth riders, (not to exceed adult annual dues) and those dues allocated specifically for youth programs and opportunities designated by the Youth Development Committee.

→ **Motion passed by voice vote with 13 in favor, 0 opposed, 0 abstained, 0 recused, 0 absent.**

Board funding with a \$5,000 Youth Educational Grant and a \$1,000 committee budget for apparel, prizes, gifts, awards and postage would jump start the Youth Development Committee's ability to assist youth members in gaining education and enhancing opportunities available to youth. As a newly formed committee, we hope to also develop fundraising for the Youth Development activities. Our short-term goal is to create immediate opportunities for youth to progress and participate in the sport now, as well as have incentives for participation not only in shows but in also creating a youth community within USAWE.

A Youth Educational Grant will provide \$125 to 40 youth applicants (max one grant per applicant) for educational opportunities to participate in approved Working Equitation shows, clinics, seminars. The youth committee has identified the main problem youth riders are facing is the financial struggle in attending working equitation events. Perhaps a youth member would even attend a second show a year to qualify for championships, or be able to attend a clinic and a show they would not have been able to.

Applicants and Committee would

- (1) Confirm with show manager/event organizer that they would accept \$125 payment AFTER they attend the event (youth may be responsible for a deposit or pay difference to organizer to hold spot)
- (2) Apply online using the USAWE Youth Educational Grant Request Google Form
- (3) Youth Development Committee Chair would confirm event registration fee with event organizer
- (4) Committee would vote to approve event, registration fee allowance and award grant
- (5) Youth would attend event and provide an article for the USAWE newsletter
- (6) Youth to participate with volunteer hours at event or show
- (7) USAWE would pay show organizer (via a reimbursement form and completed W9)

\*Special circumstances where youth would receive the money directly with committee approval could arise for youth attending international events. This grant would **not** be used in conjunction with the Youth Zone Championship Scholarship.

President Chris Stanko left the meeting at 6:41pm Pacific.

**Tabled until the board can review/approve the Youth Educational Grant application requirements.**

**Motion:** Allocate a \$5,000 Youth Educational Grant for the Youth Development Committee to award 40 youth applicants' money to participate in committee approved Working Equitation activities.

**Tabled until the board can review/approve the Youth Educational Grant application requirements.**

**Motion:** Approve any remaining Youth Educational Grant money if not used in current year, to be deposited into the Youth Championship Show Scholarship restricted funds account for use the next year.

Youth Development to offer youth oriented promotional participation items: apparel, prizes, sponsor gifts and awards.

BECKY SHERVEN, REGION 5 DIRECTOR, made a motion; HEATHER HUMELBAUGH, REGION 1 DIRECTOR, seconded

**Motion:** Allocate a Youth Development Committee \$1,000 Budget for the remainder of 2023.

→ **Motion passed by voice vote with 12 in favor, 0 opposed, 0 abstained, 0 recused, 1 absent.**



## USAWE Board of Directors Meeting Minutes



### CORPORATE BUSINESS

#### BOARD OF DIRECTOR ABSENCE – *Kris Blacklock, Secretary*

**USAWE BYLAWS > ARTICLE V FULL BOARD OF DIRECTORS, SECTION 7.** - Any Director who is absent from 3 (three) or more regular meetings within a calendar year shall be subject to removal. The Secretary shall track all Director meeting attendance. After 3 (three) missed meetings, the Secretary shall notify the Executive Committee and then at the next Board meeting the Director will be removed by motion.

**SECTION 9. REGULAR MEETINGS OF THE BOARD OF DIRECTORS** The Board of Directors shall meet quarterly or more often when deemed necessary by the President or a majority of the Board of Directors.

Treasurer Erin O’Shaughnessy missed (3) three Board of Director regular meetings (one each quarter) and was subject to Board of Director removal review; however, she resigned 5/10/2023 (agreed to perform bookkeeping duties until successor appointed) so no board action is required.

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### ANNOUNCEMENTS

#### ITEMS TO CONSIDER FOR NEXT MEETING

- 2024 Election
- Ways to increase income revenue to support committee programs
- Establish criteria for evaluating expenses and committee budgets

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**President Elect Doreen Atkinson adjourned the meeting at 7:33 PM, Pacific Time.**

Minutes submitted by Kris Blacklock, USAWE Secretary

## Appendix A – 2023 Budget

APPROVED - USAWE 2023 Annual Budget						
Actual Income and Expenses are based on Treasurer Reports (posted to 2.04.23) and QuickBooks Reconciled thru June 30, 2023						
Operating Reserves						
An operating reserve is an unrestricted fund balance not able to establish a nonrevolving fund by providing a "rainy day savings account" for unexpected cash flow shortages, expenses or income caused by delayed payments, unexpected expenses or emergency conditions. Reserves should not be used to make up for income shortfalls unless the organization has a plan to replace the income or reduce expenses in the near-term future. In short, reserves should be used to solve problems, not deficit problems. A reserve is used to meet a goal in 12 months' expenses. At the high end, reserves should not exceed the amount of two years' budget. Each nonprofit should set its own reserve goal based on its cash flow and expenses. To be a viable operating concern, there should be a Board agreement and policy about how reserve funds can be used. When they can be used, who is authorized to use them, and how this is reported to the Board.						
REVENUE	2022 1/1/22	2021 1/1/21	2020 1/1/20	2023 Actual	2023 Estimated Budget	
Membership Dues						
ADs				90.00	54,100.00	41 ADs x \$130. Where have these dues been applied in 2021?
Adult	113,300.00	111,800.00	143,000.00	175,884.00	64,000.00	175 Adult Members x \$45. 2022 = 672 Adults @ \$85 Junior1; 2021= 581 Adults @ 101 Juniors.
Junior	90.00	90.00	90.00	90.00	54,100.00	*** Chair to job 800 to approve Youth Memberships at \$45.00 each.
Competition Income (Show Fees)				30.00	53,300.00	1750-1800-Form pairs x \$2.10/2021
Non-Member Show Fee	10.00	10.00	10.00	10.00	10.00	
Horse-Roading	10.00	17,000.00	18,075.00	19,480.00	19,480.00	2021 Income x \$10
Brood Awards				30.00	30,000.00	For 2023 High Point Brood Award Sponsorship tracking form
LD Fees				30.00	10,075.00	100% to date (per 2023 LOC Fee Processing Request Form) Note: Starting 2024 LD licensing fee is \$25.00 and LD-Incumbent is \$25.00 per LD x 15.
NE Coaches Fees				30.00	3125.00	How are fees received? 2023 Reserves - 7 x \$75.00 = \$525.00
Quarterly - Instructors/Comp Bus	18,000.00	185,044.94	114,545.00	245.40	10,000.00	Where in 2020-2021 Commissions from? WLU over DWE merged?
Advertising and Marketing	10.00	17,820.00	17,450.00	1,818.51	12,000.00	*** Founder Income project?
Program Income	10.00	17,820.00	17,450.00	1,818.51	12,000.00	This 4 includes Admin @ \$1,800.00, LD's @ \$10.00, VS Awards \$100.00 for open house Show Licensing Fees, LD and Coaches Network Fees and Year-End Awards.
Interest	10.00	10.74	10.74	10.00	10.00	Budget estimate based on more funds in cash account.
Education/Ethics/Seminar Income	10.00	11,400.00	16,070.00	10,000.00	10,000.00	June LDH income is 22 x \$450 + 6 x \$100 + 3 x \$100 + 1 x \$100
Product Income	10.00	10,000.00	10,000.00	10,000.00	10,000.00	
Policy Appeals	10.00	10.00	10.00	10.00	10.00	
LOC Judge Advancements	10.00	10.00	10.00	10.00	10,000.00	*** Possible LOC income for Judge Advancements?
Other	10.00	10.00	10.00	10.00	10.00	Budget estimate based on current actual
<b>Total Revenue</b>	<b>141,240.00</b>	<b>120,840.94</b>	<b>162,087.70</b>	<b>144,118.41</b>	<b>174,175.00</b>	
<b>Expenses: Corporate Operating</b>						
Advertising and Marketing	10.00	11,993.84	16,200.00	19,813.16	10,000.00	Need to double check and separate operating expenses from committee budgets to avoid duplicate expenses
401 K/Retiree				10.00	10.00	This Budget is ready for members with a couple other minor errors. The 2021 items tags were entered and classified under Office below.
Ethics Appeals	10.00	10.00	10.00	10.00	10.00	2021 received one free lesson - 10 day expiration of \$1,017.00 in Advertising and Marketing above?
Awards	10.00	16,706.36	16,123.87	16,283.23	1,000.00	*** Admin \$100.00 @ 1% \$4,112.38. 1,000.00 estimated for reserves of 2023 per Board's Order.
Bank Fees	10.00	17,140.00	17,140.00	17,140.00	17,140.00	Budget estimate based on Actual at end of year.
Gas & Fuel Expenses	112.48	11,115.20	10,989.62	10,816.12	10,000.00	2021 Gas in New? Garage Sales \$100 x 12 = \$1200. Marketing \$41 x 12 = \$4920. Quotations Online \$41 x 12 = \$4920
Education (Scholarships)				10,000.00	10,000.00	June LDH Expenses? \$1,215.15 for Year Day & \$5,180.00 for Holiday Inn Motel.
Education	10.00	10.00	10,000.00	10,000.00	10,000.00	See note below as renews 800 approval for Education later this year.
Faculty Retiree	10.00	10,000.00	10,000.00	10,000.00	10,000.00	Budget estimate based on 2022 actual.
Insurance (Director and Officer)	10.00	12,883.87	12,516.77	12,871.81	12,871.81	Total Actual in Q3 for all insurance = \$4,071.81. See approved expenditures below.
Insurance (LDs & YSA)				12,871.81	12,871.81	Class = Advertising & Promotional (not included) 1 Seminar from action in CA & J Shuttle judging in description
Contract Services	10.00	10,000.00	10,000.00	10,000.00	10,000.00	5000.00 for 2021 2022 1st Return. LOC Budget \$2000.00. 5000.00 for Treasurer's 9423.00 for Appraisal?
Legal & Professional Services & Fees	10.00	10,000.00	10,000.00	10,000.00	10,000.00	Budget estimate requested up from 2022 amount.
LD Membership				10,000.00	10,000.00	Actual Expense in Office below. \$95.58 is based on Payroll Debit Card. \$125 per LD - Ask Linda Martin (training spreadsheet)
Membership Dues	10.00	147,600.00	147,107.00	150,000.00	170,000.00	End of yr member designation 50 per AD or 50 in USAWE (admiralty 100 x 5)
Payroll Fees	17,100.00	17,112.93	17,117.00	17,117.00	17,117.00	1748.75 includes: 1M pay from 2021 Classroom Tool, 1D Name Badges & payment in relation meeting.
Travel - Show Expenses	10.00	10,000.00	10,000.00	10,000.00	10,000.00	Payroll changes 30 transactions for per Membership Dues also from an ongoing payroll audit
Travel	10.00	10,000.00	10,000.00	10,000.00	10,000.00	Budget estimate based on 2022 Actual and classified for rest of year.
Travel - Show Expenses	10.00	10,000.00	10,000.00	10,000.00	10,000.00	Budget estimate based on 2022 expenses.
Travel	10.00	10,000.00	10,000.00	10,000.00	10,000.00	21,607.62 = Clinic/Showers & 5027.15 = 12% case Weeks & LM for 1201 in PW, Policy Liaison? & Study Personnel costs
Utility Expenses	10.00	10,000.00	10,000.00	10,000.00	10,000.00	See approved expenditures below.
Website/Internet	10.00	10,000.00	10,000.00	10,000.00	10,000.00	Expenses included below in Youth Development?
Other	10.00	10,000.00	10,000.00	10,000.00	10,000.00	Expenses included in Advertising & Marketing? See approved expenditures below.
International Youth Activities	10.00	10,000.00	10,000.00	10,000.00	10,000.00	Actual info under Grants? Admin = \$4,947.00. June Show = \$1,500.00.
Contributions to 401 K/Retiree	10.00	10,000.00	10,000.00	10,000.00	10,000.00	Look as of 7.15.23 actuals before proposed expenses below.
Comp. Operating Expenses Sub-Total	<b>148,127</b>	<b>154,486.71</b>	<b>148,213.14</b>	<b>151,114.70</b>	<b>148,486.71</b>	
<b>Expenses: 2023 Corporate Budget - New</b>				<b>151,114.70</b>		
Based on 2022 Board Approved Revenues and Expenditures/Reimbursement Requests				Approved	Left to spend	
Website Membership Fee				10.00	10.00	(2) 8/18 approved 4/12/23
Insurance (LDs & YSA)				10.00	10.00	
2023 Committee Budgets - New				10.00	10.00	
Based on 2023 Board Approved Revenues and Expenditures/Reimbursement Requests				Approved	Left to spend	
Adverse to Governance				10.00	10.00	
Awards				10.00	10.00	
Coaches Activities				10.00	10.00	
Competition				10.00	10.00	
Education				10.00	10.00	
Interest				10.00	10.00	
Legal & Professional				10.00	10.00	
Marketing				10.00	10.00	
Membership				10.00	10.00	
Product				10.00	10.00	
Travel				10.00	10.00	
Utility Expenses				10.00	10.00	
Website/Internet				10.00	10.00	
Other				10.00	10.00	
Comp. & YSA Budget Sub-Total	<b>10.00</b>	<b>10.00</b>	<b>10.00</b>	<b>10.00</b>	<b>10.00</b>	
<b>Profits/Loss</b>	<b>\$24,113 Profit</b>	<b>\$18,354.23 Profit</b>	<b>\$13,874.56 Profit</b>	<b>\$7,003.71 Profit/Loss</b>	<b>\$12,688.30</b>	
<b>Expenses: 2023 Proposed Expenditures - NOT YET BOD APPROVED</b>						
LOC - Coaches Bookkeeping Services					15,000.00	(3) Truly this potential expense for 2023 Budget?
LOC - Traveling Mail Service					75.00	For last 3 months of 2023.
Small Accounts - Monthly					5,812.31	*** 1 separate expenditure for annual security - 6 months used for 2023 - High level of security.
Advertising and Marketing					10.00	See expenditures above.
Insurance - 2023 YSA					775.00	For 2023 proposed new plan for end of 2023.
Youth Development					6,000.00	*** Amount confirmed by Kelly via email on July 18th & July 19th.
<b>Total</b>					<b>\$18,762.31</b>	*** Estimated 2023 income & Expenses revised per July 18th Budget Meeting results.
<b>Budget Total</b>					<b>\$192.69</b>	
<b>Current Funds:</b>						
U.S. Bank Checking #1				\$4,432.81	\$4,700.00 of this is earmarked as Restricted Funds	
U.S. Bank Checking #2				\$645.00		
U.S. Bank Savings				\$245,941.53		
Payroll Fund				\$7,554.50		
<b>Total Funds</b>				<b>\$258,573.84</b>	<b>As of July 31, 2023</b>	