

Decision by Email sent 7.31.2023 4:47 PM Pacific via email by Secretary Kris Blacklock; e-Voting results listed below.
All (13) Board of Director e-Votes received 8.2.2023 3:27 PM Pacific via email.

Minutes Approval: 8.2.2023 Decision by Email minutes were e-approved 8.5.2023 by the BOD and posted to the USAWE.org > Corporate > Records > Meeting Minutes and filed in USAWE G-Drive > Board of Directors

Board of Directors		e-Vote 8.2.2023	
Executive Committee		Vote	Recuse
President	Chris Stanko	Approved	
President Elect	Doreen Atkinson	Approved	
Secretary	Kris Blacklock	Approved	
Treasurer	Leesa Nero	Approved	
At Large Director 1	Robin Bond	Approved	
At Large Director 2	Stephanie Hayes	Approved	
Regional Directors			
R1 Director	Heather Humelbaugh	Approved	
R2 Director	Katie Franklin	Approved Motion 2-4	Recuse Motion 1
R3 Director	Linda Frazier	Approved	
R4 Director	Kiki Pantaze	Approved	
R5 Director	Becky Sherven	Approved	
R6 Director	Karen Miller	Approved	
R7 Director	Rebecca Algar	Approved	

Current # of Board members = 13 | BOD members required for e-Quorum = 13 | 13 BOD members voted.

MOTION BY KRIS BLACKLOCK, SECRETARY, SECOND BY CHRIS STANKO, PRESIDENT

Motion 1: Amend the 3/8/2023 motion "Appoint Katie Franklin (AZ) to fill the remaining term as Region Director 2 through November 30, 2023." to read Appoint Katie Franklin (AZ) to fill the remaining term as Region Director 2 through November 30, ~~2023~~ 2024.

12 in favor, 0 opposed, 0 abstained, 1 recused (Katie Franklin).

MOTION BY KRIS BLACKLOCK, SECRETARY, SECOND BY CHRIS STANKO, PRESIDENT

Motion 2: Approve up to \$750 to contract the online election firm Simply Voting to conduct the 2023 USAWE elections.

13 in favor, 0 opposed, 0 abstained, 0 recused.

MOTION BY KRIS BLACKLOCK, SECRETARY, SECOND BY CHRIS STANKO, PRESIDENT

Motion 3: Establish a standardized format for candidate statements (*not exceed 500 words (including question prompts)*) in order to provide a side-by-side assessment of candidate experience, qualifications, and plans.

My name is:
I live in [Region#, State]:
My involvement with Working Equitation:
My relevant professional/work experience:
Why I think I am a good candidate for this position:
What I hope to accomplish during my term of service if elected:

13 in favor, 0 opposed, 0 abstained, 0 recused.

MOTION BY KRIS BLACKLOCK, SECRETARY, SECOND BY CHRIS STANKO, PRESIDENT

Motion 4: Establish a 'Donate to USAWE General Operating Fund' donation option, and add a "Donate to USAWE" button on the USAWE website to solicit 501(c)3 donations.

13 in favor, 0 opposed, 0 abstained, 0 recused.



BOARD OF DIRECTORS DECISION BY EMAIL – 8.2.2023



DECISION BY EMAIL sent to Board of Directors 7.23.23 4:47 PM Pacific.

Documented email votes from Full Board of Directors captured in the minutes (pg 2-9).

e-VOTING DOCUMENTATION

eMail Vote

Per Bylaws of Working Equitation (USAWE) > Article V > Section 14 Decisions by Mail or Email:

SECTION 14. DECISIONS BY MAIL OR EMAIL Any decision that the Board of Directors may make at a meeting may be made without a meeting if the decision can be made and approved by U.S. mail or electronic means via email or some other electronic method, by the affirmative vote of all of the members of the Board. A clearly stated motion must be sent to all of the Directors on the Board by U.S. mail, email or some other electronic means with clear instructions that this process requires 100% (one hundred percent) of the Directors to vote “yes” for the motion to pass. If the motion is sent by email or some other electronic method, then each Director must send their vote by that same method in reply, in which case no signature is necessary. Motions are adopted and effective on the date that all Directors in office have responded with an affirmative “yes” vote. If any Director votes “no,” abstains, or fails to vote, then the motion fails to pass. A printed record of each Director’s vote must be kept in the corporate records.

e-Votes from Full Board of Directors (13 responses)

(4) e-Votes due by 5pm Pacific Thurs Aug 3

USAWE Secretary <secretary@usawe.org>

6:47 PM
(1
minute
ago)

to Full, me

In an effort to reduce the monthly Board of Directors meeting length, President Stanko reviewed the upcoming agenda items and determined which topics lend themselves to Decisions by Email and (4) topics were identified (see below). All other agenda topics will be discussed during the Aug 9 BOD zoom meeting.

Per Bylaws of USA Working Equitation, **Decisions by Email require unanimous consensus**. If any of the e-Motions are not unanimously approved by the current (13) Board of Directors, it will be placed on the August 9, 2023 agenda for live virtual BOD discussion and vote.

After all (13) BOD e-Vote decisions are received, the August 9, 2023 regular BOD agenda will be finalized and sent.

DECISIONS BY EMAIL – (4) Motions

Please reply back to this email by 5pm Pacific Thursday Aug 3 with your e-Vote on the (4) Motions enclosed and ensure your response provides a reply signature.

Approve all (4) e-Motions

~OR~

Individual Vote each Motion separately

- 1.
- 2.
- 3.

4.

Per Bylaws of Working Equitation (USAWE) > Article V > Section 14 Decisions by Mail or Email:

SECTION 14. DECISIONS BY MAIL OR EMAIL Any decision that the Board of Directors may make at a meeting may be made without a meeting if the decision can be made and approved by U.S. mail or electronic means via email or some other electronic method, by the affirmative vote of all of the members of the Board. A clearly stated motion must be sent to all of the Directors on the Board by U.S. mail, email or some other electronic means with clear instructions that this process requires 100% (one hundred percent) of the Directors to vote “yes” for the motion to pass. If the motion is sent by email or some other electronic method, then each Director must send their vote by that same method in reply, in which case no signature is necessary. Motions are adopted and effective on the date that all Directors in office have responded with an affirmative “yes” vote. If any Director votes “no,” abstains, or fails to vote, then the motion fails to pass. A printed record of each Director’s vote must be kept in the corporate records.

REGION 2 DIRECTOR APPOINTMENT – Kris Blacklock, Secretary

Rationale: Amend the Region 2 Director mid-term appointment to be in accordance to the Bylaws of USA Working Equitation > Article V *Full Board of Directors*, Section 4 *Election of Directors and Terms* > F. Vacancies” *appointed pursuant to this section shall serve until the next election is held.*” Region 2 Director elections are held in EVEN years; hence the 3/8/2023 BOD motion *Appoint Katie Franklin (AZ) to fill the remaining term as Region Director 2 through November 30, 2023* needs to be amended to November 30, 2024.

As soon as all the committee and corporate policy revisions are completed, the Bylaws Task Force will propose revisions to the Bylaws of USA Working Equitation to clarify verbiage and revisions to Section 4 *Election of Directors and Terms* > F. Vacancies to ensure officer **and director** vacancy appointment is clarified.

MOTION BY KRIS BLACKLOCK, SECRETARY, SECOND BY CHRIS STANKO, PRESIDENT

Motion 1: Amend the 3/8/2023 motion “Appoint Katie Franklin (AZ) to fill the remaining term as Region Director 2 through November 30, 2023.” to read *Appoint Katie Franklin (AZ) to fill the remaining term as Region Director 2 through November 30, 2023 2024.*

in favor, # opposed, # abstained, # recused.

ELECTIONS – 2023 ELECTION– by Biddie Lowry, Chair

Rationale: To ensure transparency and to streamline the annual election process, contract the 2023 election with the online *Simply Voting* vendor used in the past three elections. Per BOD policy, expenses ≥ \$500 require Board of Directors approval.

Elections are held in November of each year for Officer and Director positions according to the following schedule:

Odd-numbered Years	President Elect, At-Large Director 1, Regional Directors 1, 3, 5, 7
Even-numbered Years	President Elect, Secretary, At-Large Director 2, Regional Directors 2, 4, 6

The Treasurer position is appointed annually (not an elected position).

Individual U.S. Adult members of USAWE who have met the deadline for membership established by the Board of Directors are eligible to be nominated and vote in USAWE elections.

ACTIVITY	DEADLINE
Nominations open.	September 1
Last date to join USAWE as a U.S. Adult member in order to run for a seat on the Board.	September 14
Nominations close.	September 15
Candidate acceptance and statements due.	October 1
Last date to join USAWE as a U.S. Adult Member in order to receive an emailed ballot to vote.	October 10
Candidates and Candidate Statements posted on USAWE website.	October 15
Ballots emailed to all U.S. Adult members.	November 1
Voting closes.	November 15
Results announced.	November 16
Those elected take office.	December 1

2023 Elections - The Election process for USA Working Equitation (USAWE) will begin on September the 1st! Odd number positions are up for election. All current USAWE U.S. Adult members (as of September 14, 2023) are eligible to run for one of these positions. Regional Directors are limited to residents within that region.

President Elect
At Large Director 1
Region 1 Director
Region 3 Director
Region 5 Director
Region 7 Director

MOTION BY KRIS BLACKLOCK, SECRETARY, SECOND BY CHRIS STANKO, PRESIDENT

Motion 2: Approve up to \$750 to contract the online election firm Simply Voting to conduct the 2023 USAWE elections.

in favor, # opposed, # abstained, # recused.

ELECTIONS – CANDIDATE STATEMENTS – by Kristine Strasburger, Website Chair and Biddie Lowry, Elections Chair

Rationale: Establish a standardized format for candidate statements in order to provide a side-by-side assessment of candidate experience, qualifications, and plans.

1. Members do not have a good way to assess BOD candidates and their qualifications or suitability for BOD service with the current way we are requesting candidate statements.

2. Candidates will be able to have more confidence that they are providing the right kind of information in their candidate statements if we have a clearer outline of what they should submit.

Current Candidate Acceptance Form Question:

"Please type in your candidate statement EXACTLY as you want it to appear in elections materials. Candidate Statements must not exceed 500 words. Candidate Statements should introduce you to potential voters and explain why you are seeking election to the Board of Directors. (If you are declining, just type n/a.)"

Suggested change:

Please type in your candidate statement EXACTLY as you want it to appear in elections materials. Candidate Statements must not exceed 500 words (including question prompts). Candidate Statements must follow this format (please copy and paste the below structure, and fill in your answers): Candidate Statements must follow this format (please copy and paste the below structure, and fill in your answers):

My name is:
I live in [Region#, State]:
My involvement with Working Equitation:
My relevant professional/work experience:
Why I think I am a good candidate for this position:
What I hope to accomplish during my term of service if elected:

MOTION BY KRIS BLACKLOCK, SECRETARY, SECOND BY CHRIS STANKO, PRESIDENT

Motion 3: Establish a standardized format for candidate statements (*not exceed 500 words (including question prompts)*) in order to provide a side-by-side assessment of candidate experience, qualifications, and plans.

My name is:
I live in [Region#, State]:
My involvement with Working Equitation:
My relevant professional/work experience:
Why I think I am a good candidate for this position:
What I hope to accomplish during my term of service if elected:

in favor, # opposed, # abstained, # recused.

USAW DONATION BUTTON – Biddie Lowry, Elections Chair and Kristine Strasburger, Website Chair

Rationale: During the 7.26.23 Committees Working Session, Elections Committee Chair Biddie Lowry recommended placing a donation button on the usawe.org website on multiple pages (i.e. Home page, footer navigation, etc.) to encourage organization general fund donations. Idea was also vetted with Kristine Strasburger, Website Committee Chair, Leesa Nero, Treasurer and Brittney Flowers, Financial Oversight Committee Chair.

Per Kristine Strasburger *"we use a single donation payment processing page and then use a drop-down to select which fund people donate to. We already had the youth program as a donation option. We only need to add the additional selection option."*

Motion is based on USAWE CPA Becky Alexander email response to query regarding donated funds (not restricting specific purpose).

Q) USAWE is discussing adding a "donation" button to our website. As a non-profit can we use any donated funds for anything we want or must they go to special efforts like education, grants, or scholarships? If so, anything else they can be marked for?

A) "Donations to nonprofits are, by default, unrestricted, meaning you can do whatever you want with them, including spending them on administrative expenses. That is unless the donor specifically requests that you spend

the money on something specific, such as scholarships or education. In addition, if you were to put “Donate here to support scholarships” or something like that, I would consider money raised there to be restricted to the purpose you stated on the button.”

USAWE Articles of Incorporation (filed October 10, 2020) and IRS 501(c) 3 non-profit organization Approval Letter (dated September 8, 2021) define USAWE’s mission and donations ([see both documents, enclosed](#)).

- Support USAWE Working Equitation educational activities, promotional activities and competitions related to the sport of working equitation
- Department of Treasury IRS Tax Exempt and Government Entities Internal Revenue Code (IRC) Section 170 and Section 2055, 2106 or 2522.



The screenshot shows the USAWE donation interface. At the top is the USAWE logo. Below it, the text "Donate to USA Working Equitation" is displayed. A message states: "Your generous donation will help USAWE provide education and competition opportunities for all. Thanks for helping us grow!". There are three buttons for donation frequency: "One-Time" (selected), "Monthly", and "Yearly". Below these is a large "\$0" followed by "USD". A dropdown menu for "Use this donation for:" is open, showing three options: "Donation - USAWE Youth Development Fund" (selected with a checkmark), "Donation - USAWE Youth Development Fund", and "Donation - USAWE General Operating Fund". At the bottom are two buttons: "Donate with PayPal" and "Donate with Debit or Credit Card".

MOTION BY KRIS BLACKLOCK, SECRETARY, SECOND BY CHRIS STANKO, PRESIDENT

Motion 4: Establish a ‘Donate to USAWE General Operating Fund’ donation option, and add a "Donate to USAWE" button on the USAWE website to solicit 501(c)3 donations.

in favor, # opposed, # abstained, # recused.

6:49 PM

USAWE Secretary

to Full

Yes, Approve all (4) motions.

*Kris Blacklock, USAWE Secretary
(608) 370-4629 (Central Time)*



BOARD OF DIRECTORS DECISION BY EMAIL – 8.2.2023



Mon, Jul 31

Region 7 Director

to me, Full

I approve all motions

Rebecca Algar
Region 7 Director
Sent from my iPhone

Mon, Jul 31,
9:13 PM

At Large Director 2

to me, Full

I approve all 4 motions.

Stephanie Hayes
USA Working Equitation
At Large Director 2
802-730-5400

7:16 AM

Doreen Atkinson

to At, me, Full

I approve all 4 motions
Doreen

USAWE Treasurer

11:09 AM

to me, Full

I approve all 4 motions.

Leesa Nero
USA Working Equitation
Treasurer
(813) 334-3235

2:02 PM

Region 1 Director

to me, Full

I approve all motions

Heather Humelbaugh
USA Working Equitation
Region 1 Director



503-307-7544

Region 5 Director

to Region, Full, me

I approve all motions.

Becky Sherven
USAWE Region 5 Director

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Becky Sherven
Region 5 Director
USAWE
Email: r5director@usawe.org
Cell: (608) 669-4042

2:36 PM

Chris Stanko

to Region, Region, Full, me

I approve all motions.

Chris Stanko
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Chris Stanko
USAWE President
970-846-6129
www.USAWWE.org

Region 6 Director

to Chris, Full, Region, Region, me

I approve all motions.

Karen Miller
USAWE Region 6 Director

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Karen Miller
Region 6 Director
301-606-6039

At Large Director 1

to me

I approve all four of these motions.

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Robin Bond
USAWE



Aug 1, 2023

8:11 AM

9:39 AM

BOARD OF DIRECTORS DECISION BY EMAIL – 8.2.2023



BOARD OF DIRECTORS DECISION BY EMAIL – 8.2.2023



At Large Director 1
(858)935-8857
Pacific Time

Region 3 Director

1:25 PM

to Region, Chris, Region, Region, Full, me

I approve all motions
Linda Frazier Reg 3 Director

2:01 PM

Region 2 Director

to fullbodgroup, me, Chris

1. I recuse myself.
2. R2 Approves this motion.
3. R2 Approves this motion
4. R2 Approves this motion

Thanks Again
Katie Franklin
Region 2 Director USAWE
602.574.8787

Region 4 Director

5:27 PM

to Region, Chris, me, fullbodgroup

I approve all motions
Kiki Pantaze
R4 Director

All (13) Board of Director e-Votes received 8.2.2023 3:27 PM Pacific via email