



**USAWE Board of Directors Meeting Minutes**



**Meeting Date:** Wednesday, September 13, 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 9.6.2023 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 9.13.2023 Minutes were e-approved 9.17.2023 and posted to the USAWE.org > Corporate > Records > Meeting Minutes and filed in USAWE G-Drive > Board of Directors (BOD) folder

**NEXT MEETING – October 11, 2023.** Agenda items due September 27 (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 after roll call	
President Elect	Doreen Atkinson <span style="color:red">Excused</span>		A
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 after roll call	
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 = 10 | Quorum was established.

BOD Meeting Attendance Log was updated and posted to usawe.org > Corporate > Records

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	A
Competitions	Kim Hillyer	P		Marketing	Amie Perryman	P
Elections	Biddie Lowry	P		Membership	Kate Steffes	P
Ethics	Dan Dahlke	P		Rules	Jeanne Bond	P
Financial Oversight	Brittney Flowers	A		Website	Kristine Strasburger	P
Horse Recording	Mindy Finelli	A		Youth Development	Kasey Riddle	P
Task Force Leads in attendance for all or part of the meeting						
Bylaws	After P&P reviews			Quality Assurance	Lidia Taylor	P
Championship Show Structure	Lead TBD			Strategic Planning	Lead TBD	

Current # of Committee Chairs/Task Force Leads = 17; 12 in attendance.

Excused = notified Secretary and President in advance committee chair or director was unable to attend the meeting.

**USAWE Members in attendance for all or part of the meeting:** Julie Alonzo (R1-OR), Sara Barnwell (R5-MI), Rachel Stout (R1-ID), Karen Boso (R5-IL), Alex Tyson (R5-MI), Tracey Erway (R1-OR).

**Call to Order:** In the absence of President Chris Stanko and President Elect Doreen Atkinson, Secretary Kris Blacklock called the meeting to order at 5:04 PM Pacific Time.

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**FINANCIAL REPORT:** Treasurer Leesa Nero provided Actual vs. Budget financial report. USAWE is currently -\$18,028.55 exceeding budget.

<b>Current Funds:</b>	<b>U.S. Bank Checking #1</b>	<b>\$862.01</b>
	<b>U.S. Bank Checking #2</b>	<b>\$665.00</b>
	<b>U.S. Bank Savings Restricted Funds</b>	<b>\$6,705.93</b>
	<b>U.S. Bank Money Market</b>	<b>\$139,559.58</b>
	<b>PayPal Bank</b>	<b>\$3,358.32</b>
	<b>Total Funds</b>	<b>\$151,150.84</b>

**As of August 31, 2023**

### OLD BUSINESS

#### **LICENSED OFFICIALS - WAVE 'S' JUDGE LICENSED OFFICIALS TRAINING** - requested by Christy Reich Co-Chair

**Rationale:** For the first time in USAWE history, WAVE has requested that we present our top judges to attend their training in Spain this September. They have requested judges from all WAVE member countries with the goal of having at least one WAVE judge per country. We are honored to present USAWE 'S' Judges, Doreen Atkinson, Nicole Chastain-Price, and Polly Limond. Rebecca Algar is not able to attend.

The LOC requests that USAWE reimburse a portion of the costs associated with our (3) S Judges traveling to Spain for education, testing, and possible licensing from WAVE.

Their attendance will benefit the organization in the following ways:

- The more education that we have directly from WAVE ensures that we correctly emulate the judging guidelines and ideals as set by WAVE.
- The S Judges are an integral part of the LOC programming by reviewing our educational output and assisting with teaching, and defining and triaging what subjects we need to focus on.
- Our S Judges will have the opportunity to continue to educate and refine their judge's eye, by receiving education and immediately viewing top rides at the Spanish National Championships.
- With this important education, our judges help our members by providing feedback that is consistent from judge to judge.
- This education trickles down to our R, r, and L judges via webinars, being shadowed, scribed for, and teaching members in clinics.
- Our upper-level riders, who have aspirations to represent the US internationally, are greatly benefited when they compete under judges who have been educated and have seen in person where the WAVE licensed judges have set the bar.

We respectfully request that each attendee be reimbursed \$500 to cover a portion of the airfare to attend the WAVE Judges Training in Ciudad Rodrigo, Spain, September 13 - 17, 2023. We estimate that the entire cost of the trip and cost of the training/testing to be \$2,250 per person. To receive the \$500 reimbursement, each attendee must submit a receipt of their airfare.

#### **KRIS BLACKLOCK, SECRETARY, MOVED; REBECCA ALGAR, REGION 7 DIRECTOR, SECOND**

**Motion:** Reimburse each 'S' Judge (**Nicole Chastain Price, Doreen Atkinson, Polly Limond**) \$500, to cover a portion of the airfare to attend the WAVE Judges Training in Ciudad Rodrigo, Spain, September 13 - 17, 2023.

→ **Motion passed by voice vote: 10 in favor, 0 opposed, 1 abstained, 0 recused, 2 absent.**



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### **WAVE 'S' JUDGE LICENSED OFFICIALS TRAINING – TUITION** – requested by Chris Stanko, President

**Rationale:** In accordance with USAWE's non-profit charitable and educational purposes, support the licensed official's program by ensuring our 'S' level judges receive WAVE training that focuses on national and international competition and supports the development of USA athletes.

USA Working Equitation, Inc. is organized exclusively for charitable and educational purposes within the meaning of sections 501(c)(3) and 501(j) of the Internal Revenue Code of 1986, as amended (or by the corresponding section of any future federal tax code) (the "Code"). To the extent consistent with the above general purposes, the specific purposes of this corporation shall be as follows: *The fostering of local, regional, national, and international amateur sports competitions, including educational activities, promotional activities, and competitions related to the sport of working equitation in the United States. The fostering of national or international amateur sports competitions primarily to conduct national or international competition in sports and to support and develop amateur athletes for national or international competition in sports.*

### **KRIS BLACKLOCK, SECRETARY MOVED; STEPHANIE HAYES, AT LARGE DIRECTOR 2 SECOND**

**Motion:** Reimburse each 'S' Judge (**Nicole Chastain Price, Doreen Atkinson, Polly Limond**) \$200, to cover the tuition fee to attend the WAVE Judges Training in Ciudad Rodrigo, Spain, September 13 - 17, 2023.

→ **Motion passed by voice vote: 11 in favor, 0 opposed, 1 abstained, 0 recused, 1 absent.**

### **NEW BUSINESS**

#### **WEBSITE – SURVEY EDUCATIONAL BENEFITS and INTEREST ROADMAP** – requested by Kristine Strasburger

**Rationale:** A collaborative effort between the Rules, LOC, Website committees, GIRA Administrator and Secretary; who developed a dedicated eBlast and survey because they see the need for surveying the membership to develop more robust member-pointing educational assets. This is a good first step towards outlining a bank of educational assets as a member benefit.

Click link to view [eBlast](#) | Click link to view [Survey](#)

### **KRIS BLACKLOCK, SECRETARY MOVED; KIKI PANTAZE, REGION 4 DIRECTOR, SECOND**

**Motion:** Approve sending out a dedicated eBlast to survey the membership regarding educational interests and needs of the members and authorize the sending of the survey in its final form, incorporating additional BOD and Committee chair suggestions.

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

#### **COMPETITIONS – GIRA ASSESSMENT** – Kim Hillyer, Chair

Kris Blacklock requested each of the GIRA setup components be included in the replacement assessment form so feedback can be gathered on GIRA setup, athletes, configuration of participants, dressage, EOH, Speed, Cow, Evaluation, Results, Show Results, etc.,

### **KRIS BLACKLOCK, SECRETARY MOVED; ROBIN BOND, AT LARGE 1 DIRECTOR, SECOND**

**Motion:** Approve the Competitions committee [GIRA.io Assessment](#) google form to be located on the [usawe.org](#) website > Competitions > Competition Resources page, effective September 16, 2024.

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

#### **INTERNATIONAL – CREATE NEW INTERNATIONAL WEBSITE PAGE** – Kellee Campbell, Chair

**Rationale:** Create a dedicated International page within the [USAWE.org](#) website.

### **REBECCA ALGAR REGION 7 DIRECTOR, MOVED; CHRIS STANKO, PRESIDENT, SECOND**

**Motion:** Authorize the USAWE Website Committee to create a dedicated International page within the [usawe.org](#) website with content to be overseen by the International Committee.



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



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### **CORPORATE BUSINESS** – requested by Kris Blacklock, Secretary

**Rationale:** Per USAWE Bylaws and Colorado Nonprofit Corporation Act (USA Working Equitation is a Colorado based non-profit organization), Committee meetings **follow the same protocol** as the Board of Directors and Executive Committee meetings. In January 2023, a 2<sup>nd</sup> Zoom license was purchased per committee requested usage. Both Zoom License#1 (which includes a Webinar option) and Zoom License#2 were level-loaded based on committee chair’s determined usage and a *USAWE Zoom and Webinar License Usage* guide was created and distributed to the Board of Directors and Committee chairs/members that provided committee license usage and instructions on how to set up a Zoom or Webinar virtual meeting. The board and committees must ensure non-profit meeting laws, corporate bylaws, meeting etiquette, and corporate assets are being used to schedule and hold organizational virtual board and committee business, seminars, training sessions, etc.

- Meeting Etiquette (updated to include committees)
- eBlast – Reminder! Committee Meetings
- Committee Agenda-Minutes (template)

### **KRIS BLACKLOCK, SECRETARY, MOVED; KIKI PANTAZE, REGION 4 DIRECTOR, SECOND**

**Motion:** Ensure committees of the board use USAWE corporate assets in holding virtual meetings, follow non-profit open meeting laws, and use the same protocol and meeting etiquette as the board of director and executive committee meetings (agendas, quorum, minutes, etc.). Committees must follow document retention policies outlined in the Bylaws of USA Working Equitation and USAWE Policies and Procedures which stipulates standards for retention and destruction of committee materials, correspondence, documents and data.

→ Motion failed by voice vote: 1 in favor, 11 opposed, 0 abstained, 0 recused, 1 absent.

### **KRIS BLACKLOCK, SECRETARY MOVED; NO SECOND**

**Motion:** Approve a Committee Meetings eBlast to Committee chairs/members that outlines the protocol for holding committee meetings; use of corporate assets (G-Drive, Zoom and Webinar virtual meetings); committee agenda-meeting minutes; meeting etiquette; retention and destruction of committee materials, correspondence, documents & data; and use of the USAWE Expenditure Reimbursement Request Form.

→ MOTION FAILED DUE TO NO SECOND

Committee chairs, an executive officer and regional director questioned the need for committee minutes, the amount of time it would take to capture notes, asked what needs to be documented for meeting minutes, phone decisions and email decisions, felt minutes would stifle committee creativity/brainstorming, who would monitor to see if it was being done and who would enforce it. A regional director questioned why this topic was brought before the board when bylaws already stipulate committee meeting minutes and retention. Kris Blacklock stated this topic was brought before the board due to a recent discovery committee decisions being made without committee member vote, lack of documented meeting minutes and committee non-compliance since there was no formal BOD motion on record (despite documentation in the Bylaws of USA Working Equitation and Colorado non-profit laws). Kris Blacklock, as Secretary and custodian of corporate records, reminded the board and committees that the Bylaws of USA Working Equitation and the Colorado nonprofit laws both clearly define the responsibilities of committees of the board and as Secretary will not be responsible for non-compliance (see USAWE Bylaw and Colorado Nonprofit Corporation Act excerpts below).

Bylaws of USA Working Equitation (USAWE)

ARTICLE XII DOCUMENT RETENTION POLICY > SECTION 3. MINIMUM RETENTION PERIODS FOR SPECIFIC CATEGORIES

D. Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation’s minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than 3 (three) years by the corporation.

Colorado Nonprofit Corporation ACT

7-128-206. Committees of the board - Meetings, action without meeting, notice, waiver of notice, and quorum and voting requirements of the board of directors, apply to committees of the board and their members as well.

### **REBECCA ALGAR, R7 DIRECTOR MOVED; KATIE FRANKLIN, SECOND**



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**Motion:** Review the past two motions in further depth to ensure USAWE is in compliance.

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

### **ANNOUNCEMENTS**

Reminder! Nominations for 2023 Elections are due September 15<sup>th</sup>. Nominate yourself or a fellow U.S. Adult member.

### **ITEMS TO CONSIDER FOR NEXT MEETING**

2024 Membership Dues (Adult and Youth) – Kate Steffes, Chair and Kasey Riddle, Chair

**NEXT MEETING** – 5pm PST Wednesday October 11, 2023; agenda items due 14 days prior to meeting. Submit Agenda items using the online [Board Agenda Item Request Form](#)

**President Chis Stanko adjourned the meeting at 6:08 PM, Pacific Time.**

Minutes submitted by Kris Blacklock, USAWE Secretary