

Decision by Email sent 10.2.2023 10:42 AM Pacific via email by Secretary Kris Blacklock; e-Voting results listed below.
All (13) Board of Director e-Votes received 10.4.2023 3:04 PM Pacific via email.

Minutes Approval: 10.4.2023 Decision by Email minutes were e-approved 10.7.2023 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		eVote 10.4.2023	
Executive Committee		Approved	Opposed
President	Chris Stanko	1a,2,3,4	
President Elect	Doreen Atkinson	1a,2,3,4	
Secretary	Kris Blacklock	1a,2,3,4	
Treasurer	Leesa Nero	2,4	1a,3
At Large Director 1	Robin Bond	1a,2,3,4	
At Large Director 2	Stephanie Hayes	1a,2,3,4	
Regional Directors			
R1 Director	Heather Humelbaugh	1a,2,3,4	1
R2 Director	Katie Franklin	1a,2,3,4	
R3 Director	Linda Frazier	1a,2,3,4	
R4 Director	Kiki Pantaze	1a,2,3,4	
R5 Director	Becky Sherven	1a,2,3,4	
R6 Director	Karen Miller	1a,2,3,4	
R7 Director	Rebecca Algar	1a,2,3,4	

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

DECISION BY EMAIL (4) motions sent to Board of Directors 10.2.23 10:42 AM Pacific.
All (13) Board of Director e-Votes received 10.4.2023 3:04 PM Pacific (5:04 PM Central) via email.
Documented email votes from Full Board of Directors captured in the minutes (pg 4-9).

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

Motion 1: To ensure USAWE is in compliance with Colorado nonprofit laws and USAWE Bylaws, obtain an attorney's opinion on the exclusive use of corporate assets to hold and the need to post, take and retain board appointed committee's meeting agenda/minutes.

Motion amended (see 1a)

MOTION BY HEATHER HUMELBAUGH; SECOND BY KRIS BLACKLOCK, SECRETARY

Motion 1a: To ensure USAWE is in compliance with Colorado nonprofit laws and USAWE Bylaws, obtain an attorney's opinion on the exclusive use of corporate assets to hold and the need to post, take and retain board appointed committee's meeting agenda/minutes.

Motion failed; e-Vote not unanimous; 12 in favor, 1 opposed

MOTION BY CHRIS STANKO, PRESIDENT; SECOND BY DOREEN ATKINSON, PRESIDENT ELECT

Motion 2: Effective January 1, 2024, raise the Show Licensing Fee to \$4 per horse/rider pair competing in each USAWE licensed competition that uses GIRA. Retain the \$5 per horse/rider pair competing in each USAWE licensed competition that does not use GIRA.

→ **Motion passed by e-vote with; 13 in favor, 0 opposed**

MOTION BY DOREEN ATKINSON, PRESIDENT ELECT; SECOND BY CHRIS STANKO, PRESIDENT

Motion 3: Establish an International Education Fund which will be overseen by the International Committee. This self-funded USAWE account will have income/expenses earmarked for hosting educational training camps (East, Central and West) that promote and support rider education, recruit upper-level riders (L4-L7) and offer high performance horse-rider training opportunities within USA Working Equitation.

Motion failed; e-Vote not unanimous; 12 in favor, 1 opposed

MOTION BY CHRIS STANKO, PRESIDENT; SECOND BY DOREEN ATKINSON, PRESIDENT ELECT

Motion 4: Appoint **Morgan Osbaldeston** (R7-GA) as a reporter and member of the Marketing and Promotion Committee, effective immediately.

→ **Motion passed by e-vote with; 13 in favor, 0 opposed**

USAWE Secretary <secretary@usawe.org>

12:42 P
M (2
hours
ago)

to Full, me

e-Vote due 5pm Pacific Wed October 4 - In an effort to reduce the monthly Board of Directors meeting length, President Stanko reviewed the upcoming agenda items and determined (4) topics lend themselves to Decisions by Email. After all BOD e-Vote decisions are received, the October 11, 2023 regular BOD agenda will be finalized and sent.

DECISIONS BY EMAIL – By 5pm Wed October 4, please REPLY ALL back to this email with your e-Vote(s) on the (4) Motions and ensure your response provides a reply signature.

Approve all (4) e-Motions **~OR~** Individual Vote (approve, oppose)

- 1.
- 2.
- 3.
- 4.

Per Bylaws of USA Working Equitation, **Decisions by Email require unanimous consensus.** If an e-Motion(s) is not unanimously approved by the current (13) Board of Directors, e-voting will be suspended and the topic will be placed on the next BOD agenda for live discussion and 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.

Committee Meetings – Obtain Attorney’s Opinion – Executive Committee

Rationale: To ensure compliance with Colorado Nonprofit laws and USAWE Bylaws, obtain attorney’s opinion on the exclusive use of corporate assets to hold and the need to post, take and retain committee minutes. If USAWE is out of compliance, the board of directors can be sued, personally held responsible and USAWE non-profit status can be fined and revoked for non-compliance.

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

Motion 1: To ensure USAWE is in compliance with Colorado nonprofit laws and USAWE Bylaws, obtain an attorney's opinion on the exclusive use of corporate assets to hold and the need to post, take and retain board appointed committee's meeting agenda/minutes.

in favor, # opposed

Awards & Competitions – 2024 Show Licensing Fee Increase – Bridgett Klingler, Chair; Kim Hillyer, Chair

Rationale: The Awards and Competitions Committees' only source of income is the show licensing fees. The current \$2 fee is insufficient to cover a substantial amount of the money needed to run the Awards and Competitions programs. By raising the show licensing fee as proposed, the Board will add approximately \$3000 of income which can be used to help offset Awards and Competitions-related costs.

We are proposing to keep the fee for competitions that choose not to use GIRA the same in 2024 as it has been in 2023 because, to date, all 2023 licensed competitions have used GIRA (which is a benefit in terms of times savings and increased accuracy for our two committees. Thus, we recommend maintaining the same fee structure for those shows that opt out of using GIRA.

MOTION BY CHRIS STANKO, PRESIDENT; SECOND BY DOREEN ATKINSON, PRESIDENT ELECT

Motion 2: Effective January 1, 2024, raise the Show Licensing Fee to \$4 per horse/rider pair competing in each USAWE licensed competition that uses GIRA. Retain the \$5 per horse/rider pair competing in each USAWE licensed competition that does not use GIRA.

in favor, # opposed

International Committee - International Education Fund – Kellee Campbell, Chair

Rationale: Establish a self-funded International Education Fund overseen by the International Committee that will offer educational training camp opportunities for riders and horses (East, Central and West) interested in USA Working Equitation's upper-level (L4-L7) performance. Self-Funded means the money needed to finance the educational efforts are one hundred percent (100%) funded by training camp participant income. Event registrations will be received via Google Form spreadsheet and payments invoiced by the Secretary using QuickBooks coding provided by the Treasurer.

MOTION BY DOREEN ATKINSON, PRESIDENT ELECT; SECOND BY CHRIS STANKO, PRESIDENT

Motion 3: Establish an International Education Fund which will be overseen by the International Committee. This self-funded USAWE account will have income/expenses earmarked for hosting educational training camps (East, Central and West) that promote and support rider education, recruit upper-level riders (L4-L7) and offer high performance horse-rider training opportunities within USA Working Equitation.

in favor, # opposed

Marketing and Promotion: Appointment – Amie Perryman, Chair

Rationale: Appoint **Morgan Osbaldeston** (R7-GA) as a Marketing and Promotion committee member 'Reporter'. Morgan (15+ years in Marketing) is currently the Director of Marketing & Communications for a healthcare support services company; also holds a Minor in Nonfiction Writing.

MOTION BY CHRIS STANKO, PRESIDENT; SECOND BY DOREEN ATKINSON, PRESIDENT ELECT

Motion 4: Appoint **Morgan Osbaldeston** (R7-GA) as a reporter and member of the Marketing and Promotion Committee, effective immediately.

in favor, # opposed

Sincerely,

Kris Blacklock
Secretary, USA Working Equitation



BOARD OF DIRECTORS DECISION BY EMAIL – 10.4.2023



(608) 370-4629 (Central Time)

----- 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)

USAWE R1 Director

1:47 PM
(1 hour
ago)

to me, Full

1. Oppose; only because some meetings could be held in a member's home or the local starbucks etc. with no virtual component, in this case no corporate asset use for the meeting would be possible. Motion should be amended to stipulate meetings requiring virtual attendance.
2. Approve
3. Approve
4. Approve

Heather Humelbaugh
USA Working Equitation
Region 1 Director
503-307-7544

USAWE Secretary <secretary@usawe.org>

2:09 PM
(1 hour
ago)

to USAWE, Full

Heather, thank your recommendation for a motion amendment.
Do you approve the amendment listed below as Motion 1a?

MOTION AMENDED BY HEATHER HUMELBAUGH, REGION 1 DIRECTOR; SECOND BY KRIS BLACKLOCK, SECRETARY

Motion 1a: To ensure USAWE is in compliance with Colorado nonprofit laws and USAWE Bylaws, obtain an attorney's opinion on the use of corporate assets to hold meetings requiring virtual attendance and the need to post, take and retain board appointed committee's meeting notices, agendas/minutes.

in favor, # opposed



BOARD OF DIRECTORS DECISION BY EMAIL – 10.4.2023



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

USAWE R1 Director

2:11 PM
(1 hour
ago)

to me, Full

I approve this motion

Heather Humelbaugh
USA Working Equitation
Region 1 Director
503-307-7544



USAWE Secretary

3:25 PM
(6
minutes
ago)

to Full, me

Approve Motions

Amended 1a, 2, 3 and 4

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

USAWE Treasurer

Mon, Oct 2,
3:31 PM (17
hours ago)

to me, Full

#1 - No, because I don't believe the EC has interviewed attorneys and brought names before the BOD to hire one to represent us?

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



BOARD OF DIRECTORS DECISION BY EMAIL – 10.4.2023



USAWE Secretary <secretary@usawe.org>

Mon, Oct 2,
3:35 PM (17
hours ago)

to USAWE, Full

Leesa,

President Stanko is contacting the non-profit attorney who represented USAWE during the merger. We need a decision on this to ensure we are in compliance with the Colorado non-profit laws and our Bylaws. If a different attorney is needed to be on retainer, that is a different subject.

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

USAWE Treasurer

Mon, Oct 2,
3:39 PM (17
hours ago)

to me, Full

Sorry all, please disregard the last email. Hit send too soon. See below:

- #1 - No, because I don't believe the EC has interviewed attorneys and brought names before the BOD to hire one to represent us and we don't have any idea of what it would cost for an attorney to do this work as called out in the motion.
- #2 - Approved
- #3 - No, While I agree with hosting these training camps the motion does not go into detail as to what the committee will do if the income they want kept and used for these events is not enough to cover the events expenses. We have already seen the huge deficit that took place with the LOC EOH event in IL.
- #4 -Approve

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

USAWE Treasurer

Oct 2, 2023,
3:40 PM (17
hours ago)

to me, Full

Then let's find out what the fee will be for him/her to do this work and add it to the motion before voting.

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

Doreen Atkinson

Mon, Oct 2,
5:37 PM (15
hours ago)



BOARD OF DIRECTORS DECISION BY EMAIL – 10.4.2023



to USAWE, me, Full

I approve all 4
Doreen

--
Doreen Atkinson
President Elect

Region 7 Director

Oct 2, 2023,
Mon, Oct 8:50 PM (12
2, 6:46 PM hours ago)
(2 days
ago)

to me, Doreen, Executive, Regional

I approve all 4 motions.

Rebecca Algar
Region 7 Director
Sent from my iPhone

Region 2 Director

to USAWE, me, USAWE, Full

I approve all 4

*Thanks Again
Katie Franklin
Region 2 Director USAWE
602.574.8787
-----*

Chris Stanko

9:12 AM
(0
minutes
ago)

to Region, Full, USAWE, me, USAWE

I approve all 4

Chris Stanko
USAWE President
970-846-6129

USAWE R4 Director

12:07 PM
(7



BOARD OF DIRECTORS DECISION BY EMAIL – 10.4.2023



minutes
ago)

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

I approve all 4.
Kiki Pantaze
RD4

At Large Director 2

12:13 PM
(2
minutes
ago)

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

I approve all 4.

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

USAWE R3 Director

7:05 AM
(50
minutes
ago)

to At, USAWE, USAWE, me

I approve all 4 motions

USAWE R5 Director

7:53 AM
(2
minutes
ago)

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

I approve all four motions.

Becky Sherven
USAWE Region 5 Director

USAWE R6 Director

8:20 AM
(5
minutes
ago)

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

I approve all 4 motions



BOARD OF DIRECTORS DECISION BY EMAIL – 10.4.2023



Karen Miller
Region 6 Director
301-606-6039

At Large Director 1

5:04 PM
(38
minutes
ago)

to USAWE, Full, me

I approve all four motions.

--

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

All (13) Board of Director e-Votes received 10.4.2023 3:04 PM Pacific (5:04 PM Central) via email.