

Decision by Email sent 11.08.2023 9:12 AM Pacific via email by Secretary Kris Blacklock; e-Voting results listed below.
All (13) Board of Director e-Votes received 11.9.2023 6:57 AM Central via email.

Minutes Approval: 11.09.2023 Decision by Email minutes were e-approved 11.12.2023 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 11.09.2023		
Executive Committee		Approved	Opposed Abstained	Recused
President	Chris Stanko	1,2,3,4		
President Elect	Doreen Atkinson	1,2,3,4		
Secretary	Kris Blacklock	1,2,3,4		
Treasurer	Leesa Nero	1,2,3,4		
At Large Director 1	Robin Bond	1,2,3,4		
At Large Director 2	Stephanie Hayes	1,2,3,4		
Regional Directors				
R1 Director	Heather Humelbaugh	1,2,3,4		
R2 Director	Katie Franklin	1,2,3,4		
R3 Director	Linda Frazier	1,2,3,4		
R4 Director	Kiki Pantaze	1,2,3,4		
R5 Director	Becky Sherven	1,2,3,4		
R6 Director	Amie Perryman	----		1,2,3,4
R7 Director	Rebecca Algar	1,2,3,4		

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 11.08.2023 9:12 AM Pacific.

All (13) Board of Director e-Votes received 11.9.2023 6:57 AM Central via email.

Documented email votes from Full Board of Directors captured in the minutes (pg 2-6).

CHRIS STANKO, PRESIDENT, moved; DOREEN ATKINSON, PRESIDENT ELECT, seconded

Motion #1: Authorize and approve USAWE President signing the Services Agreement with Namify, LLC d/b/a Axomo ("Axomo"), Springville UT for opening a new online USAWE "Swag" store.

→ **Motion passed by e-vote with 12 approved, 0 opposed, 0 abstained, 1 recused (Amie Perryman).**

CHRIS STANKO, PRESIDENT, moved; DOREEN ATKINSON, PRESIDENT ELECT, seconded

Motion #2: Authorize and approve spending the \$4,788.00 balance of 2023 Marketing and Promotion budget for USAWE "Swag" store merchandising. This includes \$1,000 for initial set up and \$138 for first month's subscription to Namify, LLC d/b/a Axomo ("Axomo"), the store hosting company and up to \$3,650 for inventory to be billed on Net 30-day terms. USAWE Marketing and Promotion Committee Chair will determine merchandise items.

→ **Motion passed by e-vote with 12 approved, 0 opposed, 0 abstained, 1 recused (Amie Perryman).**

CHRIS STANKO, PRESIDENT, moved; DOREEN ATKINSON, PRESIDENT ELECT, seconded

Motion #3: Approve paying a monthly invoice (subscription, shipping, storage and custom statement fees) to Namify, LLC d/b/a Axomo ("Axomo") for the online USAWE "Swag" store.

→ **Motion passed by e-vote with 12 approved, 0 opposed, 0 abstained, 1 recused (Amie Perryman).**

CHRIS STANKO, PRESIDENT, moved; DOREEN ATKINSON, PRESIDENT ELECT, seconded

Motion #4: Approve offering a \$10 off coupon good for any online purchases over \$100 on the new USAWE "Swag" store site hosted by Namify, LLC d/b/a Axomo ("Axomo") to all paid renewing or new memberships for the 2024 membership year.

→ **Motion passed by e-vote with 12 approved, 0 opposed, 0 abstained, 1 recused (Amie Perryman).**

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 Secretary <secretary@usawe.org>

11:12 A
M (1
hour
ago)

to Full, me

e-Vote due 11/12/2023 5pm Pacific - Due to a time sensitive Marketing and Promotion project (received today), President Stanko is asking (4) motions on this topic be Decisioned by Email.

DECISIONS BY EMAIL – please **REPLY ALL** back to this email with your e-Vote(s) and ensure your response provides a reply signature.

BOD Vote = **Approve** = Yes, **Oppose** = No, **Abstain** = decline to vote, **Recuse** = remove oneself from vote to avoid a conflict of interest

Approve all (4) e-Motions ~OR~ Individually Vote each motion (approve, oppose, abstain, recuse)

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

NEW USAWE ‘SWAG’ ONLINE STORE – MARKETING AND PROMOTION – Amie Perryman, Chair

Board Decision: Set up USAWE online store that provides means for profit and scalability. **Note:** This *replaces* the current ‘Shop’ featured on the [usawe.org](https://foxcitiesembroidery.chipply.com/usawe/) website (<https://foxcitiesembroidery.chipply.com/usawe/>)

Rationale: Currently, the USAWE ‘shop’ has very limited products, no profit margin and orders take several weeks to ship. It was intended as a stop-gap until a better, more permanent and scalable solution was found. This vendor allows for small orders to be pre-purchased at discounts and for-profit markups, they handle all aspects of the store, online, customer orders, warehousing, shipping and taxes. USAWE decides how much inventory to stock and has complete control of the look and feel of the store. The set up of this store falls within the current 2023 budget already approved.

General Background:

Remaining 2023 budget for Marketing and Promotions	\$5,294.13
Set up online store; pre-print/embroider products	\$1,000.00

First month subscription rate (future monthly rate is same)	138.00
Initial merchandise (see chart)	<u>3,650.00</u>
Approx total:	\$4,788.00
(Any excess funds may be used for other approved marketing in Dec.)	

Amie Perryman suggests we reinvest the profits from the proceeds to increase inventory as needed for 2024. I believe the demand will far exceed the supply and once we can determine best selling merchandise, we can expect a reasonable (approx. 10%) return on investment. Quarterly updates will be supplied to the BOD by Marketing as per our policies and procedures.

The *Services Agreement* has been reviewed by Ruby Kukluy, a MD licensed attorney and edits suggested made by Axomo. The resulting Services Agreement is attached.

The prototype store can be seen: usawe.axomo.com (it has not been stylized but you'll see some of the products referred to in the excel spreadsheet attached).

(2) Attachments:

Services Agreement
PDF excel spreadsheet with cost/retail pricing

(4) Motions:

CHRIS STANKO, PRESIDENT, moved; DOREEN ATKINSON, PRESIDENT ELECT, seconded

Motion #1: Authorize and approve USAWE President signing the Services Agreement with Namify, LLC d/b/a Axomo ("Axomo"), Springville UT for opening a new online USAWE "Swag" store.

→ **Motion: # approved, # opposed, # abstained, # recused.**

CHRIS STANKO, PRESIDENT, moved; DOREEN ATKINSON, PRESIDENT ELECT, seconded

Motion #2: Authorize and approve spending the \$4,788.00 balance of 2023 Marketing and Promotion budget for USAWE "Swag" store merchandising. This includes \$1,000 for initial set up and \$138 for first month's subscription to Namify, LLC d/b/a Axomo ("Axomo"), the store hosting company and up to \$3,650 for inventory to be billed on Net 30-day terms. USAWE Marketing and Promotion Committee Chair will determine merchandise items.

→ **Motion: # approved, # opposed, # abstained, # recused.**

CHRIS STANKO, PRESIDENT, moved; DOREEN ATKINSON, PRESIDENT ELECT, seconded

Motion #3: Approve paying a monthly invoice (subscription, shipping, storage and custom statement fees) to Namify, LLC d/b/a Axomo ("Axomo") for the online USAWE "Swag" store.

→ **Motion: # approved, # opposed, # abstained, # recused.**

CHRIS STANKO, PRESIDENT, moved; DOREEN ATKINSON, PRESIDENT ELECT, seconded

Motion #4: Approve offering a \$10 off coupon good for any online purchases over \$100 on the new USAWE "Swag" store site hosted by Namify, LLC d/b/a Axomo ("Axomo") to all paid renewing or new memberships for the 2024 membership year.

→ **Motion: # approved, # opposed, # abstained, # recused.**

Per Bylaws of USA Working Equitation, **Decisions by Email require unanimous approved consensus.** If an e-Motion(s) is not unanimously approved (opposed, abstained, no vote) 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 (USAW) > 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



BOARD OF DIRECTORS DECISION BY EMAIL – 11.09.2023



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.

Sincerely,

Kris Blacklock
Secretary, USA Working Equitation
(608) 370-4629 (Central Time)

Region 7 Director

11:26 A
M (1
hour
ago)

to me, Full

I approve all 4 motions

Rebecca Algar
Region 7 Director

USAWE Treasurer

12:01 PM
(32
minutes
ago)

to me, Full

I approve all 4 motions. Leesa.

USAWE Secretary <secretary@usawe.org>

12:15 PM
(18
minutes
ago)

to Full

Approve all (4) motions

Sincerely,

Kris Blacklock
Secretary, USA Working Equitation



BOARD OF DIRECTORS DECISION BY EMAIL – 11.09.2023



12:39 PM
(0
minutes
ago)

Region 2 Director

to me, Full

Approve all 4 motions

*Thanks Again
Katie Franklin
Region 2 Director USAWE*

1:56 PM
(43
minutes
ago)

At Large Director 1

to me, Full

I approve all 4 motions

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Robin Bond
USAWE
At Large Director 1

1:57 PM
(43
minutes
ago)

USAWE R4 Director

to Region, Full, me

I approve all 4 motions

Kiki Pantaze
RD4

2:17 PM
(24
minutes
ago)

USAWE R6 Director

to USAWE, Region, Full, me

I recuse myself for all 4 motions.

Amie Perryman
Region 6 Director



BOARD OF DIRECTORS DECISION BY EMAIL – 11.09.2023



2:21 PM
(21
minutes
ago)

USAWE R5 Director

to USAWE, Full, Region, USAWE, me

I approve all 4 motions.

Becky Sherven
USAWE Region 5 Director

USAWE R1 Director

Wed, Nov 8,
4:15 PM (12
hours ago)

to me, Full

approve all 4

*Heather Humelbaugh
USA Working Equitation
Region 1 Director*

At Large Director 2

Wed, Nov 8,
5:47 PM (11
hours ago)

to USAWE, me, Full

i approve all four motions

*Stephanie Hayes
USA Working Equitation
At Large Director 2*

Doreen Atkinson

Wed, Nov 8,
6:35 PM (10
hours ago)

to At, USAWE, me, Full

I approve all 4 motions
Doreen

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Doreen Atkinson



BOARD OF DIRECTORS DECISION BY EMAIL – 11.09.2023



President Elect

Chris Stanko

Nov 8, 2023,
10:27 PM (6
hours ago)

to Doreen, At, Full, USAWE, me

I approve all 4 motions

Chris Stanko
USAWE President

USAWE R3 Director

6:57
AM
o)

to me, Full

I approve all 4 motions

All (13) Board of Director e-Votes received 11.9.2023 6:57 AM Central via email.