

Decision by Email sent 11.19.2023 8:49 PM Pacific Time via email by Secretary Kris Blacklock; e-Voting results listed below. All (13) Board of Director e-Votes received 11.19.2023 11:18 PM Pacific Time via email.

Minutes Approval: 11.22.2023 Decision by Email minutes were e-approved 11.19.2023 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 11.19.2023		
Executive Committee		Approved	Opposed Abstained	Recused
President	Chris Stanko	1,2,3,4,5		
President Elect	Doreen Atkinson	1,2,3,4,5		
Secretary	Kris Blacklock	1,2,3,4,5		
Treasurer	Leesa Nero	1,2,3,4,5		
At Large Director 1	Robin Bond	1,2,3,4,5		
At Large Director 2	Stephanie Hayes	1,2,3,4,5		
Regional Directors				
R1 Director	Heather Humelbaugh	1,2,3,4,5		
R2 Director	Katie Franklin	1,2,3,4,5		
R3 Director	Linda Frazier	1,2,3,4,5		
R4 Director	Kiki Pantaze	1,2,3,4,5		
R5 Director	Becky Sherven	1,2,3,4,5		
R6 Director	Amie Perryman	1,2,3,4,5		
R7 Director	Rebecca Algar	1,2,3,4,5		

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

DECISION BY EMAIL (5) motions sent to Board of Directors sent 11.19.2023 8:49 PM Pacific Time.

All (13) Board of Director e-Votes received 11.19.2023 11:18 PM Pacific Time via email.

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

The BOD e-Approved Motion#1 GIRA.io budgeted invoice payment with the following requisites:

- GIRA update invoice date to 11/1/2023 (not 8/11/2023) and going forward GIRA Administrator request/send invoices to the President@usawe.org, Secretary@usawe.org and Treasurer@usawe.org November 1st each year so BOD has time to review approve in November; payment in December
- GIRA update license agreement to indicate USAWE show data retention as BOD discussed/requested with GIRA administrator on November 1st, 2023 during the Quality Assurance Task Force meeting. Currently there is no documentation as to how long USAWE show data will be retained by GIRA.io
- GIRA administrator fully complete the Expenditure Request form and provide wire instructions. Email President Doreen Atkinson, Secretary Kris Blacklock and Treasurer Leesa Nero with a fully completed Expenditure Request Form so payment can be remitted in December.

Note: Leesa Nero, Treasurer, asked that the \$5,000 GIRA expense (wire transfer) be conducted mid-December. Please work with President Doreen Atkinson or President-Elect Tracey Erway on the Expenditure Request wire instructions to ensure the wire transfer is completed before Dec 31st so the 2024 USAWE GIRA license is not suspended.

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

Motion 1: Approve Competitions Committee \$5,000 budgeted expenditure for 2024 GIRA.io license agreement.

Motion unanimously e-approved: 13 approved, 0 opposed, 0 abstained, 0 recused.

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

Motion 2: Appoint Lisa Mathis (R6-PA) to the Competitions Committee, effective immediately.

Motion unanimously e-approved: 13 approved, 0 opposed, 0 abstained, 0 recused.

MOTION BY KRIS BLACKLOCK, SECRETARY; SECOND BY KIKI PANTAZE, R4 DIRECTOR

Motion 3: Appoint **Seth Marshall** (R4-OK) to the Coaches Network Committee, effective immediately.

Motion unanimously e-approved: 13 approved, 0 opposed, 0 abstained, 0 recused.

MOTION BY STEPHANIE HAYES, AT LARGE DIRECTOR 2; SECOND BY CHRIS STANKO, PRESIDENT

Motion 4: Approve the change in the name of the working committee currently known as **The Coaches Network Committee** to **The Professional Development Committee** and the primary member sub-group name from **Recognized Coaches** to **Professional Instructors**, effective immediately.

Motion unanimously e-approved: 13 approved, 0 opposed, 0 abstained, 0 recused.

MOTION BY KIKI PANTAZE, R4 DIRECTOR; SECOND BY REBECCA ALGAR, REGION 7 DIRECTOR

Motion 5: Effective December 1st, 2023 update USAWE account signers (due to 2023 USAWE Election results). Remove account signer **Christine Stanko** (now past President); authorize and update account signer **Doreen Atkinson** as President (previous President-Elect). Authorize and add account signer **Tracey Erway** as President-Elect. Retain account signers **Kristine Blacklock**, Secretary and **Leesa Nero**, Treasurer. Retain **Leslie Martien**, Registered Agent of USA Working Equitation to make deposits to the USA Working Equitation accounts.

Motion unanimously e-approved: 13 approved, 0 opposed, 0 abstained, 0 recused.

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>

Nov 18, 2023,
9:59 PM (8
hours ago)

to Full, me

e-Vote due 5pm Tues Nov 21

In an effort to reduce the monthly Board of Directors meeting length, President Stanko reviewed the upcoming agenda items and determined (5) topics lend themselves to Decisions by Email.

DECISIONS BY EMAIL – By 5pm Tues Nov 21 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 (5) e-Motions ~OR~ Individually Vote each motion (approve, oppose, abstain, recuse)

- 1.
- 2.
- 3.
- 4.
- 5.

COMPETITIONS - Kim Hillyer, Chair

ANNUAL GIRA LICENSE - **Rationale:** Authorize and pay Annual GIRA.io license agreement invoice.

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

Motion 1: Approve Competitions Committee \$5,000 budgeted expenditure for 2024 GIRA.io license agreement.

approved, # opposed, # abstained, # recused

COMMITTEE APPOINTMENT - **Rationale:** Fill one committee member vacancy; current members include **Kim Hillyer** (R6-PA), **Julie Alonzo** (R1-OR), **Emily Elias** (R1-OR). Appoint **Lisa Mathis** (R6-PA) who will replace one of two committee members who recently resigned. Lisa will help with the licensing of shows and monitoring and logging post show documentation.

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

Motion 2: Appoint **Lisa Mathis** (R6-PA) to the Competitions Committee, effective immediately.

approved, # opposed, # abstained, # recused

COMMITTEE APPOINTMENT – COACHES NETWORK – Sue Watkins, Chair

Rationale: Appoint committee member **Seth Marshall** (R4-OK) to Coaches Network Committee.

MOTION BY KRIS BLACKLOCK, SECRETARY; SECOND BY KIKI PANTAZE, R4 DIRECTOR

Motion 3: Appoint **Seth Marshall** (R4-OK) to the Coaches Network Committee, effective immediately.

approved, # opposed, # abstained, # recused

COACHES NETWORK COMMITTEE – NAME CHANGE – Sue Watkins, Chair

Rationale: The current Coaches Network Committee (CNC) felt the members participating in this program would be better served by a name which gives focus to its purpose and is intuitive to other members and the public looking for the services offered (WE instruction) by the participants. The Professional Development Committee's main purpose will be to evaluate, educate and recognize professionals who are members in good standing and residing in the USA, while committing to create an active and organized recognition program for Professional members of USAWE. The committee under this new proposed name shall be responsible for developing and providing programs to promote and educate WE professionals of the highest quality while maintaining complete and accurate records of all relevant applications and continuing education documentation. The first step to this is with a committee name which is clear and concise in its purpose, yet in the future could expand to have numerous subgroups under the name. In addition, we propose the first sub-group name will be changed from Recognized Coaches Network to Professional Instructors

MOTION BY STEPHANIE HAYES, AT LARGE DIRECTOR 2; SECOND BY CHRIS STANKO, PRESIDENT

Motion 4: Approve the change in the name of the working committee currently known as **The Coaches Network Committee** to **The Professional Development Committee** and the primary member sub-group name from **Recognized Coaches** to **Professional Instructors**, effective immediately.

approved, # opposed, # abstained, # recused

CORPORATE ACCOUNT SIGNERS - per the 2023 Election results and US Bank requires BOD motion for account signer changes.

Rationale: Effective December 1, 2023, update account signers due to the 2023 election results. Rescind corporate credit card (xxx3833) issued to President **Chris Stanko**. Replace outgoing President **Chris Stanko** with incoming President **Doreen Atkinson** on USAWE accounts. Replace President Elect **Doreen Atkinson** with newly elected President Elect **Tracey Erway** to USAWE accounts and issue Tracey a USAWE credit card.

MOTION BY KIKI PANTAZE, R4 DIRECTOR; SECOND BY REBECCA ALGAR, REGION 7 DIRECTOR

Motion 5: Effective December 1st, 2023 update USAWE account signers (due to 2023 USAWE Election results). Remove account signer **Christine Stanko** (now past President); authorize and update account signer **Doreen Atkinson** as President (previous President-Elect). Authorize and add account signer **Tracey Erway** as President-Elect. Retain account signers **Kristine Blacklock**, Secretary and **Leesa Nero**, Treasurer. Retain **Leslie Martien**, Registered Agent of USA Working Equitation to make deposits to the USA Working Equitation accounts.

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 (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.

Sincerely,

Kris Blacklock
Secretary, USA Working Equitation

Region 7 Director

Sat, Nov 18,
10:49 PM (7
hours ago)

to me, Full

I approve all motions.

Rebecca Algar
Region 7 Director

USAWE Treasurer

Sun, Nov 19,
5:42 AM (23
hours ago)



BOARD OF DIRECTORS DECISION BY EMAIL – 11.19.2023



to me, Full

I approve all 5 motions. Leesa.

USAWE Secretary

6:11 AM
(3
minutes
ago)

to USAWE, Full

Approve all (5) motions with the following requests for Motion# 1:

- GIRA update invoice date to 11/1/2023 (not 8/11/2023) and going forward GIRA Administrator request/send invoices to the President@usawe.org, Secretary@usawe.org and Treasurer@usawe.org November 1st each year so BOD has time to review approve in November; payment in December
- GIRA update license agreement to indicate USAWE show data retention as BOD discussed/requested with GIRA administrator on November 1st, 2023 during the Quality Assurance Task Force meeting. Currently there is no documentation as to how long show data will be retained by GIRA.io
- GIRA administrator fully complete the Expenditure Request form and provide wire instructions

Kris Blacklock, USAWE Secretary

USAWE R3 Director

6:59 AM
(2 hours
ago)

to me, USAWE, Full

I approve all 5 motions

USAWE R6 Director

7:11 AM
(2 hours
ago)

to me, Full, USAWE

I approve all 5 motions.

Amie Perryman
Region 6 Director

USAWE R4 Director

8:13 AM
(58
minutes
ago)

to USAWE, Full, me, USAWE

I approve all 5 motions

Kiki Pantaze
RD4



BOARD OF DIRECTORS DECISION BY EMAIL – 11.19.2023



Region 2 Director

8:24 AM
(47
minutes
ago)

to USAWE, me, Full, USAWE

I approve all motions

*Thanks Again
Katie Franklin
Region 2 Director USAWE*

USAWE R1 Director

8:48 AM
(24
minutes
ago)

to me, Full

I approve all motions

Heather Humelbaugh
Region 1 Director

Chris Stanko

9:06 AM
(7
minutes
ago)

to USAWE, Full, me

I approve all 5 motions

Chris Stanko
USAWE President

At Large Director 2

9:55 AM
(0
minutes
ago)

to Chris, USAWE, Full, me

i approve all 5 motions.

*Stephanie Hayes
USA Working Equitation
At Large Director 2*



BOARD OF DIRECTORS DECISION BY EMAIL – 11.19.2023



Doreen Atkinson

Sun, Nov 19,
4:32 PM (12
hours ago)

to At, Chris, USAWE, Full, me

I approve all 5 motions

Doreen

USAWE R5 Director

Sun, Nov 19,
10:20 PM (7
hours ago)

to me, Full

I approve all five motions.

Becky Sherven

USAWE Region 5 Director

At Large Director 1

1:18 AM
(4 hours
ago)

to me

I approve all 5 motions

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Robin Bond

USAWE

At Large Director 1

Pacific Time

All (13) Board of Director e-Votes received 11.19.2023 11:18 PM Pacific Time via email.

APPENDIX



Date: November 9, 2023

Re: License Agreement for the use of the GIRA.io Software

Background:

GIRA.io is a purpose-built software, developed at the multi-national data science firm actnowib, to support the efficient and accurate management of the following equestrian sports: Working Equitation, Eventing, Jumping, Dressage, Portuguese Equitation, Doma Vaquera, and Alta Escuela Española. It is the recognized market leader in online equestrian competition software across Europe and widely used in South, Central, and North America as well. GIRA.io has been successfully used to support Working Equitation competitions in the United States since 2017. In that seven-year period of time, there have been zero instances where the system has been offline or unavailable.

Terms of Use:

Use of GIRA.io in each country is licensed to the national governing bodies for equestrian sport or, in some cases, to an individual, for an annual licensing fee. This licensing fee is non-negotiable and must be paid in full to use the GIRA.io software each competition season. Payment shall be made through international bank wire transfer, according to the instructions provided in each year's renewal invoice. The current (2023) licensing fee is \$5000 USD. Incremental increases in licensing fees may be made from time to time, as the market and costs of doing business demand.

The responsibilities of the organizations or individuals purchasing an annual license include: (1) Informing the GIRA developer of any modifications to the Dressage tests so they can be updated in the system; (2) Informing the GIRA developer of any modifications to the rules governing the breaking of ties; (3) Informing the GIRA developer of any modifications to the list of allowable obstacles; (4) Maintaining an accurate list of current members(website view); (5). Maintaining an accurate list of recorded horses (website view). Fulfillment of such responsibilities is needed to ensure the system is able to function as intended.

GIRA will continue to be updated annually or more frequently as needed to ensure the system maintains alignment with the current rules that govern each discipline in the licensee's respective country. In addition, special custom-coded enhancements to the GIRA system will continue to be made to better support its deployment and use in the countries where it is licensed.

Data Use - GIRA will access and use the publicly viewable data available on the "website view" of USAWE's current members and recorded horses Google Sheets to provide seamless integration between GIRA and USAWE's leaderboard and show processing.

Data Privacy – GIRA data privacy policy is publicly available online on GIRA website.

Payment of the annual licensing fee shall represent agreement in full to the terms herein.

José Bacelar Lourenço
M: +351 93 694 1578
www.actnowib.com



Act Now,Lda

NIF: 508617839

Rua de Santa Mónica 67
2750-115 Cascais

Email: jbl@actnowib.com

USA Working Equitation
5006 Forsythe Place
CO 80303 Boulder

ATCUD: JFBPMNMR-38

Fatura FA FA2023/38

Original

Referência	Moeda	Taxa de Câmbio	Data
NIF	USD	0,920000	08/11/2023
	Condições de Pagamento	Desconto	Data de Vencimento
	Pronto Pagamento	0%	08/11/2023

Artigo	Descrição	Qtd. Un.	Origem	Preço Unitário	Desc.	Imp.	Total
GIRAI NT	GIRA License to all 2024 USAWE Competitions	1 UN		5 000,00	0%	0%	5 000,00

C45t-Processado por programa certificado nº 2616/AT /© PRIMAVERA BSS /

Imposto	Taxa	Incidência	Montante	Motivo
IVA	0,00%	5 000,00	0,00	IVA - Autoliquidação

Retenção	Incidência	Taxa	Montante
	0		0

Produtos e Serviços	5 000,00 \$
Desconto	0,00 \$
Líquido	5 000,00 \$
Imposto	0,00 \$
Total	5 000,00 \$
Retenção	0,00 \$
Total a Pagar	5 000,00 \$
Total	4 600,00 €

ATCUD: JFBPMNMR-38



IBAN: PT50 0018 000804082987020 63

BIC/SWIFT: TOTAPTPL

e-Approved 11.22.2023 - DECISION BY EMAIL – 11.19.2023