

BOARD OF GOVERNORS MEETING
USDF Annual Convention – Jacksonville, FL
Friday, December 3, 2010

USDF President, George Williams, called the meeting to order at 8:05 a.m.

Janine Malone, Secretary, conducted the delegate roll call for delegates who had not checked in through the voting kiosks. A quorum was declared.

Mr. Williams announced that for all committee reports for which there are no motions or budget requests, an opportunity will be given for questions on these reports later in the meeting. After questions are answered, one vote will be taken for approval of all of these reports in only one motion.

Executive Board Nominations, Officer Candidate Speeches and Elections

Nominating Committee Chair, Miki Christophersen, clarified a question regarding the Bylaws and announced the candidates for each Officer and Regional Director position. After the candidates for each position were announced, Ms. Christophersen asked three times for additional nominations.

The nominations of Janet Foy, Beth Jenkins and Peter Rothschild for the position of Vice-President were announced. No additional nominations were received. **Deborah Ringold MOVED and Sally Davenport SECONDED a motion to close nominations. MOTION CARRIED.**

Janine Malone's nomination for the position of Secretary was announced. No additional nominations were received. **Paul Cormier MOVED and Sally Davenport SECONDED a motion to close nominations. MOTION CARRIED.** Ms. Malone was elected to the position of Secretary by acclamation.

The following candidates were announced for Regional Director positions:

Region 1 candidate: Lisa Schmidt. No additional nominations were received. **Sally Davenport MOVED and Paul Cormier SECONDED a motion to close nominations. MOTION CARRIED.** Lisa Schmidt was elected to the position of Region 1 Director by acclamation.

Region 3 candidates: Holly Hilliard, Gary Stegman and Kimberly Taylor. No additional nominations were received. **Kathy McKuen MOVED and Paul Cormier SECONDED a motion to close nominations. MOTION CARRIED.**

Region 5 candidate: Heather Petersen. No additional nominations were received. **Sally Davenport MOVED and Paul Cormier SECONDED a motion to close nominations. MOTION CARRIED.** Heather Petersen was elected to the position of Region 5 Director by acclamation.

Region 7 candidate: Terry Wilson. No additional nominations were received. **Sally Davenport MOVED and Paul Cormier SECONDED a motion to close nominations. MOTION CARRIED.** Terry Wilson was elected to the position of Region 7 Director by acclamation.

Region 9 candidate: Bess Reineman. No additional nominations were received. **Sally Davenport MOVED and Paul Cormier SECONDED a motion to close nominations. MOTION CARRIED.** Bess Reineman was elected to the position of Region 9 Director by acclamation.

It was announced that the election for contested positions will take place after speeches are given by the candidates for Vice-President. Vice-Presidential candidates Janet Foy, Beth Jenkins and Peter Rothschild each gave a short speech followed by questions from the delegates. After the speeches, Ms. Christophersen announced that voting would commence.

Proposed Bylaws Changes – Chris Trentelman, Chair

Mr. Trentelman explained the history of the Bylaws change proposals for incorporating At-Large Directors (ALDs) into the USDF governance structure. He announced one change under Art XII, Section 9, that a section has been deleted since it was duplicated in another place.

Paul Cormier MOVED and Sally Davenport SECONDED a motion to approve the Bylaws change proposals incorporating At-Large Directors (ALD). Peter Rothschild stated that he questions the need for the addition of three ALDs, and the additional cost of approximately \$10,000 that it adds to budgeted USDF expenses. He also questioned the provision for two year terms versus three year terms, as for other EB positions, as well as the need for staggered ALD terms instead of all ALD elections to be made in the same year. Finally, Mr. Rothschild expressed concern that ALDs would be elected from the members of their respective councils versus election from the BOG.

Mr. Rothschild MOVED and Brent Hicks SECONDED a motion that the text under Article X Section 2, (a) be struck and the following language be inserted: “all-appointed members of the Committees within the Council the Board of Governors”. Sherry Guess questioned the time involved for voting for the candidates, since it would need to be via email after the convention. Lisa Gorretta explained the rationale supporting election by committee members. Simone Windeler, Charlotte Trentelman, Kay Phaneuf, Jessica Rattner, Sarah Martin, Jennifer Truett, and others spoke to the issue, mostly supporting the change proposed by Mr. Rothschild. Peggy Klump recommended election by the committee members, but that the ALDs be non-voting members of the EB. Mr. Trentelman clarified that the ALD-related Bylaws changes would not be needed under such a provision as Council Chairs/ALDs could already be appointed as non-voting advisors by the EB under the Policies and Procedures. Charles Lewis spoke in favor of keeping the detailed election procedures out of the Bylaws. Ms. Gorretta clarified that the Council Chair could be any member of the Committees and not just the Chair of one of the Committees under each Council. Debra Reinhardt called the question on the amendment.

After a show of hands, it was determined that a roll call vote would be needed in order to determine the vote in support of the amendment. After completing of the a roll call vote, **MOTION CARRIED for the amendment with 890 votes in approval, 556 votes opposed, and 9 abstentions.** Therefore, the original motion to approve the ALD Bylaws proposal has been amended so that ALDs are elected by the BOG. **MOTION CARRIED** on the original motion as amended.

The amended Bylaws proposal, as approved by the BOG, reads as follows:

ARTICLE VII Page 10

EXECUTIVE BOARD

Section 1. The Executive Board shall consist of the Officers, elected by the Board of Governors, ~~and~~ one Regional Director elected from each USDF Region *and the At-Large Directors*. The number of Regions and their boundaries shall be determined by the Board of Governors. The immediate Past President and the Executive Director shall sit as advisors on the Executive Board, but shall not have a vote and shall not be considered when determining a quorum. Employees shall not be members of the USDF Executive Board.

Add New Article X and reletter remaining:

ARTICLE X Page 17

AT-LARGE DIRECTORS

Add New:

Section 1. The Administrative, Technical, and Activities Councils as defined in the USDF Policies and Procedures shall each be represented by an At-Large Director, who shall be the Chair of that Council. The At-Large Directors shall be elected pursuant to the provisions of this Article.

Section 2. The At-Large Directors (ALD):

A. Shall be elected by a majority vote of ~~all-appointed members of the Committees within the Council the Board of Governors:~~

1. Each Committee may nominate not more than one ALD candidate who may, or may not, be the Committee Chairman;

2. In the event that one person serves on multiple Committees within a Council, they may neither be nominated more than once, nor may they vote more than once;

3. Each candidate at the time of nomination must have been a member, (GM or PM) in good standing of USDF for at least one year;
4. Once elected, the ALD must become a Participating Member on or before the first day of the year, which shall be the first day of the term of office;
5. Procedures for the nomination and election of the ALD's shall be as set forth in the USDF Policies and Procedures.

B. Shall hold office for a two-year term, or until a successor shall have been duly elected.

Section 3. In the event of the death, resignation or removal of an At-Large Director, an appointee of the Council, approved by the Executive Board, shall fill such vacancy until the next Annual Meeting, at which time there shall be a special election to fill the position for the remainder of the term. The appointment of an interim replacement At-Large Director shall be made within thirty days following said death, resignation, or removal.

Section 4. At the end of a term of office, each At-Large Director shall transfer all records pertaining to the position to the succeeding At-Large Director within 30 Days.

Section 5. Any At-Large Director may be removed by the Executive Board whenever in the judgment of the Executive Board the best interests of USDF would be served thereby. Such removal shall be voted upon only after serving written notice upon the At-Large Director in question that the proposed action will be presented to the Executive Board. Such removal shall require a two-thirds (2/3) consent of all remaining members of the Executive Board, but such removal shall not affect the removed At-Large Director's rights as a member of USDF.

Section 6. Each At-Large Director shall be a member of the Executive Board. At-Large Directors shall attend all Executive Board Meetings, unless prior notice is given to the President.

Section 7. The At-Large Director shall be the official contact person for all matters related to USDF affairs within the designated Council. The At-Large Director shall be responsible for disseminating information as required by the Policies and Procedures. The At-Large Director shall represent the interests of the respective Council on the Executive Board and act as a liaison between the Executive Board and the Council.

Section 8. At-Large Directors shall carry out such duties as prescribed in these Bylaws, and such other duties as may be assigned by the President.

ARTICLE XII Page 18

NOMINATING COUNCIL COMMITTEE

Section 2. Participating Members, Group Members, *and* Group Member Organizations, ~~Intercollegiate/Interscholastic Members and Intercollegiate/Interscholastic Member Organizations~~ may all nominate candidates. The Nominating Council **Committee** shall be responsible, when applicable, for the nomination of officers, Regional Directors, ~~Youth Executive Board Members~~, **Directors**, and delegates to represent the Participating Members ~~and Intercollegiate/Interscholastic Members~~.

ADD New Section 3 and Renumber:

Section 3. The Nominating Committee shall be responsible for verifying the eligibility and willingness to serve of all candidates for the At-Large Director positions, and for the supervision of the election of the At-Large Directors.

Section 56. The Nominating Council **Committee** Chair shall be responsible for the preparation of a written notice of the nominees selected by the Nominating Council **Committee** to fill the vacancies of officers and Regional Directors. Such notice shall be submitted to the known Delegates to the Board of Governors, at least sixty (60) days prior to the applicable election date.

Section 89. The nomination and election of At-Large Directors shall be in accordance with USDF Policies and Procedures.

ARTICLE XIII Page 21
ELECTIONS

Add New:

Section 3. *The Election of the At-Large Directors shall be held every two years.*
(renumber remaining sections)

Section 4. Elections for Officers, and Regional Directors and ***At-Large Directors*** shall be by secret ballot.

~~**Section 4 .** A Canvassing Committee shall be appointed by the Chair of the Nominating Committee to count all votes and report to the Board of Governors of the elections of Officers and Regional Directors . Numeric results will be available from the secretary upon request. Canvassing Committee Members shall be members in good standing and shall not be members of the Board of Governors, the Executive Board, the Nominating Council, or nominees.~~

Add New:

Section 5. *A Canvassing Committee shall be appointed by the Chair of the Nominating Committee to count all votes and report to the Board of Governors of the elections of Officers and Regional Directors and At-Large Directors. Canvassing Committee Members shall be members in good standing and shall not be members of the Executive Board, the Nominating Committee, or nominees.*

ARTICLE XVI Page 23

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Executive Board shall, on vote of a majority of the voting members thereof, indemnify each Officer, Regional Director and ***At-Large Director*** or employee to the extent that such indemnification is permitted pursuant to the provision of Section 21-1904(14) of the Nebraska Nonprofit Corporation Act, as the same presently exists and as it may be amended from time to time, in addition to any other indemnification that is granted to such Officer, Regional Director and ***At-Large Director***, or employee by any other provision of law or governmental regulation pertaining thereto; and this indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested Regional Directors ***and At-Large Directors***, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an ***Officer, Regional Director, At-Large Director*** or employee and inure to the benefit of the heirs, executors, and administrators of such person.”

ARTICLE XXI Page 24

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, ***At-Large Director***, Regional Director, ***and*** Officer or employee of, or member of a Council/Committee, or person connected with USDF, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of USDF; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for USDF in effecting any of its purposes as shall be fixed by the Executive Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of USDF. All members of USDF shall be deemed expressly to have consented and agreed that upon such dissolution or winding up of the affairs of USDF, after all debts have been satisfied, and assets then remaining in the hands of the Executive Board shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Executive Board may determine, or as may be determined by a court of competent jurisdiction upon application of the Executive Board, exclusively to charitable, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Mr. Trentelman explained that the following Bylaws amendment proposals address housekeeping changes. **Paul Cormier MOVED and Sally Davenport SECONDED a motion to approve the following Bylaws amendments.** Mr. Rothschild noted that the Education Membership would be changed to be a “rolling” membership year and asked if other membership categories could be changed back to be a rolling twelve month membership. Mr. Hienzsch explained that the other membership categories are tied to a static USEF and GMO membership year since they entitle members to compete in USEF-licensed/USDF-recognized competitions/. The Education Membership is a non-voting category. **MOTION CARRIED.**

Article V **Pages 4 – 5**
MEMBERSHIP

Section 2. Group Member Organizations

Delete:

- j) Group Member Organization shall pay an initial fee and shall file with USDF ~~a current copy of its procedures or bylaws and~~ a roster of its dues-paying members. The Executive Board shall establish the amount of the initial fee.
- k) Membership shall begin upon receipt in the USDF office of a roster of members and the payment of all appropriate fees. ~~New Group Member Organizations shall include a copy of their current procedures or bylaws.~~

Article V **Page 6**
MEMBERSHIP

Section 3. Participating Membership

Change to read:

- f) Candidates for Delegates to represent the Participating Members to the Board of Governors and candidates for Regional Director shall be nominated by sending the names of nominees to the Nominating Chair with a copy to the Nominating ~~Council~~ **Committee** coordinator from the respective Region prior to the date established in USDF Policies and Procedures.

Article V **Page 7**
MEMBERSHIP

Section 5. International Affiliate Organizations

Delete:

- f) An International Affiliate shall pay an initial fee and shall file with USDF ~~a current copy of its procedures or bylaws and~~ a roster of its dues-paying members. The Executive Board shall establish the amount of the initial fee.
- g) Affiliation shall begin upon receipt in the USDF office of a roster of members ~~and approval of written procedures and bylaws~~ and the payment of all appropriate fees. ~~New International Affiliates shall include a copy of their current procedures or bylaws.~~

Article V **Page 7**
MEMBERSHIP

Section 6. Education Membership

Change to read:

- b) Membership shall begin upon receipt of the application form and all necessary fees, and shall expire ~~November~~ **30 12 months from the date on which the membership was applied.**

Article VII **Page 10**
EXECUTIVE BOARD

Section 1.

Add:

The Executive Board shall consist of the Officers, elected by the Board of Governors, ~~and~~ one Regional Director elected from each USDF Region **and the At-Large Directors**. The number of Regions and their boundaries shall be determined by the Board of Governors. The immediate Past President and the Executive Director shall sit as advisors on the Executive Board, but shall not have a vote and shall not be considered when determining a quorum. Employees shall not be members of the USDF Executive Board.

Article VII **Page 11**
EXECUTIVE BOARD

Section 6.

Change to read:

Appointment of the Executive Director, as well as the appointments of the ~~council~~/committee chairmen requires approval of the Executive Board.

Article VIII **Page 12**
OFFICERS

Section 6.

Change to read:

Any Officer may be recalled and removed from his/her office and position on the Executive Board in the following manner: Written recall petitions, signed by the President of at least 25% of the Group Member Organizations, must be submitted to the Executive Director, who shall immediately notify the Officer affected of the recall action. The Executive Director shall cause said signatures to be validated, and shall then schedule a Recall Initiative Referendum, to be held within 30 days of the validation date, by secret ballot. Ballots shall be provided to all current and active delegates to the Board of Governors, who shall vote in the same manner as stated in *Article XIV, Section 2*, except that a vote to recall must obtain a 66% approval from the votes received. All voting must occur within 30 days, the last day of which shall be the Return Dates (as defined in *Article XI, Section 6H*), and shall be counted and validated by the Chairperson of the Nominating ~~Council~~ **Committee**. Ballots representing at least 50% of the current voting rights of all delegates to the Board of Governors must be received to constitute a valid referendum. All votes shall be verified by the Executive Director as of the stated return date. Formal written notice of the results shall be submitted to the Executive Board and the Officer affected.

Article VIII **Page 13**
OFFICERS

Section 7. President

Change to read:

- f) Shall appoint all ~~council/~~ committee chairs, subject to the approval of the Executive Board.
Council/Committee chairs shall be Participating Members of USDF in good standing.

Article IX **Page 16**
REGIONAL DIRECTORS

Section 6.

Change to read:

A Regional Director may be recalled from his/her position on the Executive Board in the following manner:

Written recall petitions, signed by current and active Delegates to the Board of Governors representing at least 33 $\frac{1}{3}$ % of the voting strength of the Region must be submitted to the Executive Director, who shall immediately notify the Regional Director of the recall action. The Executive Director shall cause said signatures to be validated, and shall then schedule a Recall Initiative Referendum, to be held within 30 days of the validation date, by secret ballot.

Ballots shall be provided to all current and active delegates of the Region, who shall vote in the same manner as stated in *Article XIV, Section 2* except that a vote to recall must obtain a 66% approval from the voting strength of the region. All voting must occur within 30 days, the last day of which shall be the Return Date (as defined in *Article XI, Section 6H*), and shall be counted and validated by the Chairperson of the Nominating ~~Council~~ **Committee**. All votes shall be verified by the Executive Director as of that date. Formal written notice of the results shall be submitted to the Executive Board and the Regional Director affected.

Article IX **Page 16**
REGIONAL DIRECTORS

~~**Section 9.**~~

~~**Delete:**~~

~~Regional Directors and Regional Coordinators shall cooperate to coordinate the activities of the Region.~~

Article IX **Page 17**
REGIONAL DIRECTORS

~~**Section 11.**~~

~~**Delete:**~~

~~The Regional Director shall, after consultation with the Council chairs, annually recommend to the President individuals within the respective Region to serve as Regional Coordinators. In the event the Regional Director and a Council chair cannot agree on the selection of a Regional Coordinator, both shall submit recommendations to the~~

President for the appointment of one of the candidates and the President's decision shall prevail. All such appointments shall be complete by January 1 of each year.

Article IX **Page 17**
REGIONAL DIRECTORS

Section 12.

Delete:

~~The Regional Director may, after consultation with the Council chair, remove an appointed Regional Coordinator. In the event the Regional Director and a Council chair cannot agree on the removal of a Regional Coordinator, both shall submit recommendations to the President concerning the removal of any coordinator and the President's decision shall prevail.~~

Add New Article X and reletter remaining:

Article X **Page 17**
AT-LARGE DIRECTORS

Section 1.

The Administrative, Technical, and Activities Councils as defined in the USDF Policies and Procedures shall each be represented by an At-Large Director, who shall be the Chair of that Council. The At-Large Directors shall be elected pursuant to the provisions of this Article.

Section 2.

The At-Large Directors (ALD):

A. Shall be elected by a majority vote of all appointed members of the Committees within the Council:

- 1. Each Committee may nominate not more than one ALD candidate who may, or may not, be the Committee Chairman;*
- 2. In the event that one person serves on multiple Committees within a Council, they may neither be nominated more than once, nor may they vote more than once;*
- 3. Each candidate at the time of nomination must have been a member, (GM or PM) in good standing of USDF for at least one year;*
- 4. Once elected, the ALD must become a Participating Member on or before the first day of the year, which shall be the first day of the term of office;*
- 5. Procedures for the nomination and election of the ALD's shall be as set forth in the USDF Policies and Procedures.*

B. Shall hold office for a two-year term, or until a successor shall have been duly elected.

Section 3.

In the event of the death, resignation or removal of an At-Large Director, an appointee of the Council, approved by the Executive Board, shall fill such vacancy until the next Annual Meeting, at which time there shall be a special election to fill the position for the remainder of the term. The appointment of an interim replacement At-Large Director shall be made within thirty days following said death, resignation, or removal.

Section 4.

At the end of a term of office, each At-Large Director shall transfer all records pertaining to the position to the succeeding At-Large Director within 30 Days.

Section 5.

Any At-Large Director may be removed by the Executive Board whenever in the judgment of the Executive Board the best interests of USDF would be served thereby. Such removal shall be voted upon only after serving written notice upon the At-Large Director in question that the proposed action will be presented to the Executive Board. Such removal shall require a two-thirds (2/3) consent of all remaining members of the Executive Board, but such removal shall not affect the removed At-Large Director's rights as a member of USDF.

Section 6.

Each At-Large Director shall be a member of the Executive Board. At-Large Directors shall attend all Executive Board Meetings, unless prior notice is given to the President.

Section 7.

The At-Large Director shall be the official contact person for all matters related to USDF affairs within the designated Council. The At-Large Director shall be responsible for disseminating information as required by the Policies and Procedures. The At-Large Director shall represent the interests of the respective Council on the Executive Board and act as a liaison between the Executive Board and the Council.

Section 8.

At-Large Directors shall carry out such duties as prescribed in these Bylaws and such other duties as may be assigned by the President.

Article ~~XI~~ XII Page 18

Change to read:

NOMINATING COUNCIL COMMITTEE

Section 1.

Change to read:

Each Regional Director shall appoint a Nominating ~~Council~~ **Committee** Coordinator from the respective Region. Such appointment shall be approved by the President. The President shall appoint an additional non-voting member to serve as chairman of the committee for the following year. Such appointment shall be approved by the Executive Board. Any person appointed as chair for the following year shall be a member of the current Nominating ~~Council~~ **Committee**. The person so appointed shall have attended at least two USDF Annual Meetings within the past five years. The ~~Council~~ **Committee** shall maintain an odd number of members. Should USDF have an even number of Regions, a Member at Large shall also be appointed by the President and approved by the Executive Board.

Article ~~XI~~ XII Page 18

Change to read:

NOMINATING COUNCIL COMMITTEE

Section 2.

Change to read:

Participating Members, Group Members, *and* Group Member Organizations, ~~Intercollegiate/Interscholastic Members and Intercollegiate/Interscholastic Member Organizations~~ may all nominate candidates. The Nominating ~~Council~~ **Committee** shall be responsible, when applicable, for the nomination of officers, Regional Directors, ~~Youth Executive Board Members, Directors~~, and delegates to represent the Participating Members ~~and Intercollegiate/Interscholastic Members~~.

Article ~~XI~~ XII Page 19

Change to read:

NOMINATING COUNCIL COMMITTEE

New Section 3.

Add New and renumber:

The Nominating Committee shall be responsible for verifying the eligibility and willingness to serve of all candidates for the At-Large Director positions, and for the supervision of the election of the At-Large Directors.

Section ~~3.~~ 4.

The ~~council~~ **committee** shall hold regular meetings as may be determined by the chair. Such meetings may be conducted by telecommunication. The chair shall be responsible for the preparation of written minutes of all meetings of the ~~council~~ **committee**. Such minutes shall include the names of all persons contacted by the ~~council~~ **committee** regarding nominations, the dates each person was contacted and the means by which such contact was made. These minutes shall be sent sealed to the USDF office and stored for two years.

Article ~~XI~~ XII Page 19
NOMINATING COUNCIL COMMITTEE

Section ~~5.~~ 6.

Change to read:

The Nominating ~~Council~~ **Committee** Chair shall be responsible for the preparation of a written notice of the nominees selected by the Nominating ~~Council~~ **Committee** to fill the vacancies of officers and Regional Directors.

Such notice shall be submitted to the known Delegates to the Board of Governors, at least sixty (60) days prior to the applicable election date.

Article ~~XI~~ XII **Page 19**
NOMINATING COUNCIL COMMITTEE

Section 6. 7.

Change to read:

Nomination of Delegates to represent the Participating Members:

- a) The Nominating ~~Council~~ **Committee** Chair shall be responsible for the preparation of a ballot for the election of Participating Member Delegates and shall be responsible for the mailing of said ballot to the Participating Members of each Region, no less than thirty (30) days prior to the last date on which said ballots must be returned.
- b) A Canvassing Committee shall be appointed by the Chair of the Nominating ~~Council~~ **Committee** to oversee ballots cast for Participating Member Delegates. Canvassing Committee members shall be members in good standing and may not be members of the Executive Board, Nominating ~~Council~~ **Committee** or nominees for a position as Delegate or on the Executive Board.

Article ~~XI~~ XII **Page 20**
NOMINATING COUNCIL COMMITTEE

Delete and renumber remaining sections:

~~Section 7. The nomination and election of Youth Executive Board Members shall be in accordance with USDF Policies and Procedures.~~

Article ~~XI~~ XII **Page 20**
NOMINATING COUNCIL COMMITTEE

Section 89.

Add New:

The nomination and election of At-Large Directors shall be in accordance with USDF Policies and Procedures.

Article ~~XII~~ XIII **Page 21**
ELECTIONS

Add New Section 3 and renumber.

Section 3.

Add New:

The Election of the At-Large Directors, shall be held every two years.

~~Section 3.~~ **Section 4.**

Change to read:

Elections for Officers, Regional Directors and *At-Large Directors* shall be by secret ballot.

Old Section 4.

Delete:

~~A Canvassing Committee shall be appointed by the Chair of the Nominating Council **Committee** to count all votes and report to the Board of Governors of the elections of officers and Regional Directors. Numeric results will be available from the secretary upon request. Canvassing Committee Members shall be members in good standing and shall not be members of the Board of Governors, the Executive Board, the Nominating Council **Committee**, or nominees.~~

Article ~~XII~~ XIII **Page 21**
ELECTIONS

Add New Section 5 and 6 and renumber.

Section 5.

Add New:

Verbal or electronic check-in is required prior to voting.

Section 6.

Add New:

A Canvassing Committee shall be appointed by the Chair of the Nominating Committee to count all votes and report to the Board of Governors of the elections of Officers and Regional Directors and At-Large Directors.

Canvassing Committee Members shall be members in good standing and shall not be members of the Executive Board, the Nominating Committee, or nominees.

Article ~~XIV~~ XV Page 23
MEMBER INITIATIVE

Section 2.

Delete:

Group Member Organization votes shall be based on the current voting power of one vote for every twenty-five (or major fraction thereof) due-paying members. ~~Intercollegiate/Interscholastic Member Organization and Intercollegiate/Interscholastic Member votes shall be based on the current voting power of one vote for every twenty-five (or major fraction thereof) due-paying members.~~

Article ~~XIV~~ XVI Page 23
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Change to read:

The Executive Board shall, on vote of a majority of the voting members thereof, indemnify each Officer, Regional Director and ***At-Large Director*** or employee to the extent that such indemnification is permitted pursuant to the provision of Section 21-1904(14) of the Nebraska Nonprofit Corporation Act, as the same presently exists and as it may be amended from time to time, in addition to any other indemnification that is granted to such Officer, Regional Director and ***At-Large Director***, or employee by any other provision of law or governmental regulation pertaining thereto; and this indemnification shall not be deemed exclusive of any other rights to which those ***indemnified may be entitled under any Bylaw, agreement, vote of disinterested Regional Directors and At-Large Directors***, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an ***Officer, Regional Director, At-Large Director*** or employee and inure to the benefit of the heirs, executors, and administrators of such person.”

Article ~~XIX~~ XX Page 24
TELEPHONIC MEETINGS

Delete:

Members of the Executive Board or of any of the Councils/Committees ~~appointed by the Executive Board~~ may participate in any meeting of such Board or Council/Committee, as the case may be, by means of a conference telephone or other similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participating by telephonic means shall be subject to the provisions of these bylaws for notification of members of the Executive Board or Council/Committee of such meeting and shall constitute presence in person at the meeting. Written minutes of all actions taken at such meeting shall be circulated to all members of the Executive Board or Council/Committee, as the case may be.

Article ~~XX~~ XX I Page 24
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

Change to read:

No member, ***At-Large Director***, Regional Director, ***and*** Officer or employee of, or member of a Council/Committee, or person connected with USDF, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of USDF; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for USDF in effecting any of its purposes as shall be fixed by the Executive Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of USDF. All members of USDF shall be deemed expressly to have consented and agreed that upon such dissolution or winding up of the affairs of USDF, after all debts have been satisfied, and assets then remaining in the hands of the Executive Board shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Executive Board may determine, or as may be determined by a court of competent jurisdiction upon application of the Executive Board, exclusively to charitable, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Audit Committee Report – Approval of 2011 Auditor – Charles A. Smith, chair

Mr. Smith reported on the audit of the 2010-2011 financials. For the last auditing cycle, Fister, Williams & Oberlander, PLLC conducted the audit and recommended some changes regarding the way some items are reported.

The Audit Committee recommends Fister, Williams & Oberlander, PLLC of Lexington, Kentucky, be contracted to conduct the financial audit for the fiscal year ending March 31, 2011. **Susan Howard MOVED and Sally Davenport SECONDED a motion to approve Fister, Williams & Oberlander, PLLC of Lexington, Kentucky, to be contracted to conduct the financial audit for the fiscal year ending March 31, 2011. MOTION CARRIED.**

Election Results Announced

Mr. Williams announced the results of the contested elections. Beth Jenkins was elected Vice-President. Kimberly Taylor was elected Region 3 Director.

Q & A and Collective Approval of Committee Reports with No Motions

Mr. Williams asked for questions on the Committee reports with no motions and there were none. **Kathy McHugh MOVED and Sally Davenport SECONDED a motion to approve the Committee reports that contained no motions. MOTION CARRIED.**

Committees with Motions to Present and Reports Approved – chairs

Awards Committee:

Committee Chair, Peggy Klump, drew attention to the Committee report and printed motions in the BOG Committee report booklet. She explained the rationale for each motion. In order to encourage members to work towards progressive achievement and avoid regressive awards chasing, and to ensure that the USDF awards program acts as an advocate for the welfare of the horse and discourages excessive showing, and to ensure an awards program that is consistent and fair to all members:

Peggy Klump MOVED and Sally Davenport SECONDED a motion to approve the following change. MOTION CARRIED.

Motion #1: A horse may only be eligible to be ranked in the final USDF year-end award standings for Dressage Horse of the Year, Musical Freestyle, Musical Freestyle Challenge, USEF Four-year-old, FEI Five-year-old, FEI Six-year-old and/or open divisions for All-Breeds Awards, at two consecutive levels within the same competition year. If a horse meets the criteria to be ranked in the final USDF year-end awards standings for Horse of the Year, Musical Freestyle, Musical Freestyle Challenge, USEF Four-year-old, FEI Five-year-old, FEI Six-year-old, and/or open divisions for the All-Breeds Awards, in more than two levels in the same competition year the horse will only be ranked at the highest level, and if qualified, the next level consecutive to that highest level. Consecutive levels are defined per USEF DR119.2. The effective date is 10/1/2011.

Peggy Klump MOVED and Sally Davenport SECONDED a motion to approve the following change. MOTION CARRIED.

Motion #2: A horse/rider combination may only be eligible to be ranked in the final USDF year-end award standings for Adult Amateur, Junior/Young Rider and/or Vintage Cup divisions, and/or the respective divisions within All-Breeds Awards, at two consecutive levels within the same competition year. If a horse/rider combination meets the criteria to be ranked in the final USDF year-end awards standings for either the Adult Amateur, Junior/Young Rider, and/or Vintage Cup divisions and/or the respective divisions within the All-Breeds Awards, in more than two levels in the same competition year the horse/rider combination will only be ranked at the highest level, and if qualified, the next level consecutive to that highest level. Consecutive levels are defined per USEF DR119.2. Effective 10/1/2011.

Peggy Klump MOVED and Sally Davenport SECONDED a motion to approve the following change. MOTION CARRIED.

Motion #3: Effective immediately, housekeeping changes for equivalencies affecting eligibility for USDF awards programs can be made with the joint agreement of the Awards Committee and the Executive Board.

Peggy Klump MOVED and Sally Davenport SECONDED a motion to approve the following. MOTION CARRIED.

Motion #4: Effective 10/1/2011, the equivalencies for Rider Awards be changed as follows: (a) FEI Young Rider Preliminary & FEI Young Rider Team Tests be listed as equivalent to Prix St Georges for the Silver Medal and (b) FEI Junior Team & FEI Junior Individual tests be listed as equivalent to Third Level for the Bronze medal.

Peggy Klump MOVED and Sally Davenport SECONDED a motion to approve the Awards Committee report. MOTION CARRIED.

Regional Championships:

On behalf of Committee Chair, Veronica Holt, Lisa Gorretta gave the report. Ms. Gorretta reported that there are five motions to come before the BOG and recommended that the first four are related and should be considered under one motion.

Lisa Gorretta MOVED and Sally Davenport SECONDED a motion to consider the first four motions together and approve the following changes. MOTION CARRIED.

1. The closing date of Regional Championships must be set to be the 4th Monday prior to the start of the competition, effective for the 2012 Championships.
2. Require competitions occurring between the 5th and 6th Monday (prior to the closing date) to submit their results which must be received in the USDF Office within 7 days after the competition, effective for the 2012 Championships.
3. Require competitions occurring between the 4th and 5th Monday (or the weekend just prior to the closing date) to submit their results which must be received in the USDF Office within 3 days of the competition, effective for the 2012 Championships.
4. Amend the program rules to reflect the above motions and eliminate the declaration of intent process, effective for the 2012 Championships.

Lisa Gorretta MOVED and Sally Davenport SECONDED a motion to approve the following change. Ms. Gorretta explained the background for the motion. The change would effectively lower the minimum qualifying score needed for First-Third levels. MOTION CARRIED.

5. Amend the required qualifying scores for Freestyle classes to reflect a decreasing percentage to a 63% for all Freestyle classes, effective for the 2012 Championships.

Lisa Gorretta MOVED and Angela Prenosil SECONDED a motion to approve the report. MOTION CARRIED.

Sport Horse Committee:

On behalf of Committee Co-Chairs, Scott Hassler and Kristi Wysocki, Committee liaison Donna Rochetti reported on the reason for the proposed changes.

Paul Cormier MOVED and Sally Davenport SECONDED a motion to approve the following change. MOTION CARRIED.

1. Require that a USDFBC qualifying competition be held in conjunction with the USDFBC Series Final, effective for 2012 Series Finals.

Sally Davenport MOVED and Corrine Stonier SECONDED a motion to approve the following change. MOTION CARRIED.

2. Implement a host site application for USDFBC Series Final, effective for 2012.

Paul Cormier MOVED and Sally Davenport SECONDED a motion to approve the report. MOTION CARRIED.

Presentation to Outgoing Committee Chairs – George Williams, President

Mr. Williams announced that two Chairs are stepping down at the end of 2010. Sherry Guess, GMO Committee Chair, and Terry Gallo, Freestyle Committee Chair, were presented plaques in recognition of their service to USDF.

Presentation to Outgoing EB Members – George Williams, President

Regional Directors Alison Head, Sandi Bishop and Theresa Hunt are stepping down from their positions at the end of 2010. All three have devoted nine years as Regional Directors. Mr. Williams described the accomplishments of each and presented plaques in recognition of their service. Mr. Williams recognized retiring Vice-President Melissa Creswick and described her accomplishments. Ms. Creswick was not in attendance due to an accident prior to the convention.

Voting on the Proposed FY 2011-2012 Budget – Steven Schubert, Treasurer

Mr. Schubert requested a motion to approve the budget. **Paul Cormier MOVED and Sally Davenport SECONDED a motion to approve the 2011-2011 budget as presented. MOTION CARRIED.**

New Business

There was no new business. Mr. Williams thanked the sponsors for their support, in particular Southern Bridle.

Paul Cormier MOVED and Sally Davenport SECONDED a motion to adjourn the meeting. MOTION CARRIED.

The Board of Governors meeting was adjourned at 11:43 am.

Respectfully submitted,

Janine W. Malone
USDF Secretary