

BOARD OF GOVERNORS MEETING
USDF Annual Convention – Austin, TX
Friday, December 4, 2009

USDF President, Dr. Samuel J. Barish, called the meeting to order at 8:00 a.m. He announced that for all council and committee reports for which there are no motions or budget requests at the beginning of the BOG meeting, an opportunity will be given for questions on these reports at the end of the meeting. After questions are answered, one vote will be taken for approval of all of these reports in only one motion. Sam read the councils and committees that do not have any motions or budget requests.

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

Executive Board Nominations, Officer Candidate Speeches and Elections

Miki Christophersen 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.

George Williams' nomination for president was announced. No additional nominations were received. **Becky Hefner MOVED and Paul Cormier SECONDED a motion to close nominations. MOTION CARRIED.** Mr. Williams was elected to the position of president by acclamation.

The nomination was announced of Robert Higgins and Steven Schubert for treasurer. No additional nominations were received. **Paul Cormier MOVED and Kate O'Connor SECONDED a motion to close nominations. MOTION CARRIED.**

The following candidates were announced for regional director positions:

Region 2 candidates: Susan Posner and Ken Levy. No additional nominations were received. **Paula Briney MOVED and Jennifer Moyne SECONDED a motion to close nominations. MOTION CARRIED.**

Region 4 candidates: Barbara Zukowski and Lloyd Landkamer. No additional nominations were received. **Becky Hefner MOVED and Janet Blautvelt SECONDED a motion to close nominations. MOTION CARRIED.**

Region 6 candidate: Donna Longacre. No additional nominations were received. **Ed Miller MOVED and Gaye McCabe SECONDED a motion to close nominations. MOTION CARRIED.** Ms. Longacre was elected to the position of Region 6 Director by acclamation.

Region 8 candidate: Fern Feldman. No additional nominations were received. **Sally Davenport MOVED and Paul Cormier SECONDED a motion to close nominations. MOTION CARRIED.** Mrs. Feldman was elected to the position of Region 8 Director by acclamation.

It was announced that the election for contested positions will take place after speeches are given by the candidates for treasurer. After a coin toss, treasurer candidates Steve Schubert, followed by Robert Higgins, each gave a five minute speech followed by questions from the delegates.

During the voting, 2010 president-elect George Williams gave acceptance speech briefly describing his plans for the future of USDF.

Youth Executive Board Introduced – Erica Powers, staff liaison

Ms. Powers introduced Mary Bahniuk Lauritsen, Region 8 Youth Executive Board member. Ms. Lauritsen is the president of the Youth Executive Board.

Youth Executive Board Report – Mary Bahniuk Lauritsen, president

Ms. Lauritsen introduced incoming and outgoing members of the Youth EB. She also recognized the youth scholarship winners. She reported on the Youth EB activities during the year and encouraged delegates to participate in the Youth Silent Auction with proceeds funding the Youth convention scholarships.

GMO Council report - Sherry Guess

Ms. Guess explained that a few GMOs have dominated their GMO newsletter award division for several years. Limiting the number of consecutive years a GMO can win an award, in a particular category or division, will provide more GMOs the opportunity for recognition on the national level.

Sherry Guess MOVED and Diane Holston SECONDED a motion that any GMO or author that has won first place in any division of the GMO newsletter award categories for two consecutive years is not eligible for nomination in said category for the third consecutive year. Several delegates expressed the opinion that this change would discourage contributors from the previous winning newsletters. **MOTION DEFEATED.**

Election Results Announced

Dr. Barish announced the results of the contested elections. Steven Schubert was elected Treasurer, Ken Levy was elected Region 2 Director, and Lloyd Landkamer was elected Region 4 Director.

Membership Committee – Ken Levy

It was announced that Mr. Levy would like to defer a motion from the Membership Committee until the Bylaws Committee report later in the day.

Regional Championships – Veronica Holt

Lisa Gorretta reported on behalf of committee chair, Veronica Holt.

Lisa Gorretta MOVED and Paul Cormier SECONDED a motion to allow a change of region for Regional Championships to be processed from August 1 up to the closing date of the respective championship being entered for a fee of \$300. In response to questions, Ms. Gorretta explained the background of this issue. Until recently, the deadline for changes was July, but changes are currently allowed until August 1 for a fee of \$100. Many requests are received each year for late changes after the August 1 deadline, which could create extra work for the USDF staff in allowing late changes. However, the Regional Championships Committee has recommended that such changes be allowed in accordance with the above motion for a fee of \$300, payable to USDF. Some felt that this would create extra work for championships secretaries. **Paul Cormier MOVED and Debra Reinhardt SECONDED an amendment to the motion that one third of the fee (\$100) would go to the competition management of the respective championship that the entry is transferring into.** Lloyd Landkamer stated that it is not a hardship on the championship competition management since the change would only be allowed up to closing date for each championship and should not create extra work. Secondly, most shows have significant late fees all of which goes to the competition management. Kevin Bradbury agreed that this is not a hardship on the show and agreed with Mr. Landkamer. Debra Reinhardt felt that it would reduce the time available for the show secretary to schedule the show. It was clarified that this motion does not require a show to accept late entries. It was recommended to clarify that this motion would apply to the championship that the entrant has requested to transfer into. Kevin Bradbury called the question. **The amendment to the motion was DEFEATED.** Original **MOTION CARRIED.**

Lisa explained that the Regional Championships Committee felt that the program rules should not allow any other class to be combined with a Regional Championship class, effective for the 2010.

Lisa Gorretta MOVED and Lloyd Landkamer SECONDED a motion that the program rules shall state that another class may not be combined with a Regional Championship class, effective for the 2010 championships. It was explained that this change will not affect regional championships qualifying that are allowed for regional championships classes. Peggy Klump asked why the regional championships grants are not provided earlier, and why a portion is received in the year after the championship. Ms. Gorretta stated that a portion of the grant is paid in advance and part is paid upon determination that no penalties will be levied after review of the evaluation reports from each championship. **MOTION CARRIED.**

After the meeting break, where members of the Executive Board met to discuss appointment of an interim vice presidential appointment for 2010, George Williams announced that current and newly elected EB members met during the break and approved the appointment of Melissa Creswick as interim vice president for 2010. The regularly scheduled election for vice president will be held at the 2010 convention.

Sport Horse Committee – Scott Hassler, chair

Cindy Vimont, committee liaison, reported on behalf of the committee.

Paul Cormier MOVED and Sally Davenport SECONDED a motion to require a minimum of two judges to evaluate each entry together in the USDFBC finals class using one score sheet for the USDF BC Finals classes.

Ms. Vimont explained that currently, the rules require judges to evaluate entries independently, using separate scribes and separate score sheets. Kathy Hickerson expressed the opinion that competitors want judges to officiate separately and that the championships should not be used to train the judges. Kathy Moffitt agreed, stating that the stronger judge usually pressures the weaker judge in the final opinion. **MOTION DEFEATED.**

Proposed Bylaws Changes – Chris Trentelman, chair

Mr. Trentelman explained the procedure for considering the bylaws change proposals and listed each bylaw change proposal under a separate item number for purposes of categorizing the changes.

Items 1A and 1B are housekeeping matters, to explain that delegates serve for the year and not just during the convention. **Judith Fiorentino MOVED and Paul Cormier SECONDED a motion to approve Membership items 1A and 1B. MOTION CARRIED.**

Items 2A, 2B and 2C eliminate the IMO membership category. **Paul Cormier MOVED and Sally Davenport SECONDED a motion to approve Membership items 2A, 2B and 2C. MOTION CARRIED.**

Item 4 is related to termination of USDF membership. **Sally Davenport MOVED and Paul Cormier SECONDED a motion to approve item 4. MOTION CARRIED**

Items 5A-5H are proxy amendments which clarifies and better define the language in the Bylaws. Peter Rothschild MOVED and Paul Cormier SECONDED a motion to approve items 5A-5H for the proxy amendment. A question was asked if a GMO president could serve as a GM and PM delegate. **MOTION CARRIED.**

Items 6A-6J are related to electronic voting. Language was clarified to continue to allow paper ballots upon request. Also, definitions were added regarding terminology related to voting. **Kate O'Connor MOVED and Paul Cormier SECONDED a motion to approve items 6A-6J on electronic voting.** A question was asked if for voting of PM delegates, all voting will be electronic except if the PM requests a paper ballot. It was confirmed that a PM may request a paper ballot. **MOTION CARRIED.**

The last three proposed Bylaws amendments to Article VIII, Section 3 and Section 7, and Article IX, Section 3, were withdrawn.

Item # 1A.

Article V, MEMBERSHIP, Section 2. Group Member Organizations; *Effective: Immediately*

Add:

- j) A Group Member Organization shall annually elect or appoint from its membership a Delegate to the USDF's Board of Governors ***for a term of not less than one year, under procedures established by each Group Member Organization.*** Such Delegate shall not be an elected officer or Regional Director of the USDF. Such Delegate shall be entitled to one vote for every 25 (or major fraction thereof) dues-paying members of the Group Member Organization. Group Member Organizations having more than 200 members may elect one additional delegate per every 200 additional members. (Example: 25 members – 1 delegate, 201 members – 1 delegate, 399 members – 1 delegate, 400 members – 2 delegates, 600 members – 3 delegates.)

Item # 1B.

Article V, MEMBERSHIP, Section 2. Group Member Organizations, *Effective: Immediately*

Add and reletter remaining:

- f) ***All USDF GMO Family Members are considered GMs of USDF, whether Primary or Supporting, and are counted toward the GMO's voting strength at the BOG.***

Item # 2A.

Section 3. Participating Membership

Change to read:

- e) The Participating Member Delegates, *and* Group Member Organization, ~~and Interecollegiate/Interscholastic Member Delegates~~ of each Region shall elect a Regional Director from among the members of that Region.

Item # 3.

Article V, MEMBERSHIP

Add new and renumber remaining:

Section 6. Education Membership

1. *An Education Membership, as defined in the Policies and Procedures, is created as of December 1, 2010. Membership shall begin upon receipt of the application form and all necessary fees, and shall expire November 30.*
2. *An Education Member shall be a non-voting member.*

Item # 2B.

Article V, MEMBERSHIP

Delete and renumber remaining:

Section 6. Interecollegiate/Interscholastic Membership

- a) ~~An Interecollegiate/Interscholastic Membership Organization shall be any accredited middle, secondary, or post-secondary educational institution.~~
- b) ~~An Interecollegiate/Interscholastic Membership Organization shall pay an annual fee. The Executive Board shall establish the amount of this fee.~~
- c) ~~Only full-time students in good standing of an Interecollegiate/Interscholastic Membership Organization are eligible to become Interecollegiate/Interscholastic Members of the USDF. All Interecollegiate/Interscholastic Memberships shall be in the name of one specific individual. Interecollegiate/Interscholastic Membership Organizations shall pay annual dues for each student. The Board of Governors shall establish the amount of annual dues to be paid.~~
- d) ~~Each Interecollegiate/Interscholastic Membership Organization shall appoint one School Representative, who shall not be a student at the institution, and pay dues in the same amount as paid by students.~~
- e) ~~Organization, School Representative and student memberships shall begin upon receipt of the application form and all necessary fees, and shall expire one year later, unless renewed.~~
- f) ~~Corrections and additions to membership rosters, along with the appropriate fees, shall be filed with the USDF office at the beginning of each school term.~~
- g) ~~An Interecollegiate/Interscholastic Member shall be a voting member.~~
- h) ~~Interecollegiate/Interscholastic Members are entitled to one vote for every 25 (or major fraction thereof) members in good standing of an Interecollegiate/Interscholastic Membership Organization.~~
- i) ~~When there are 25 or more Interecollegiate/Interscholastic Members in good standing of any Interecollegiate/Interscholastic Membership Organization, such Organizations are entitled to elect or appoint a delegate to represent them on USDF's Board of Governors. Such Delegates may be Interecollegiate/Interscholastic Members, Interecollegiate/ Interscholastic School Representatives, Group Members or Participating Members in the Region. When there are 200 or more Interecollegiate/Interscholastic Members of the USDF in one Region, one additional Delegate may be elected or appointed from that Region for every additional 200 Interecollegiate/ Interscholastic Members and the number of votes so generated shall be divided equally among such delegates.~~
- j) ~~The number of Interecollegiate/Interscholastic Members in a Region as of November 1 shall determine their voting strength at the Annual Meeting.~~
- k) ~~Candidates for Delegates to represent Interecollegiate/Interscholastic Members shall be nominated in the method established in the USDF Policies and Procedures.~~

Item # 2C

Article V, MEMBERSHIP, Section 8. Termination of Membership

Change to read:

- a) ~~Participating, *and* Business, and Interecollegiate/Interscholastic Memberships shall be terminated at the time membership renewal dues are not paid. Participating, *and* Business, and Interecollegiate/Interscholastic Members may reinstate their membership by paying the current membership dues. Participating, *and* Business, and~~

~~Interscholastic~~ Memberships will expire on November 30, with exceptions being ~~Associate Participating, Special Associate~~ **Five-Year** Participating and Life Participating Members, which expire according to the Membership Classifications contained in the USDF Policies and Procedures. Any member of the USDF may terminate membership in the USDF by written resignation submitted to the Executive Board.

Item # 4.

Article V, MEMBERSHIP, Section 8. Termination of Membership

Change to read:

- b) Group Member Organization's memberships shall be terminated on the date dues are delinquent if dues and membership rosters have not been received by that date. Memberships may be reinstated if the appropriate dues and later fines are paid and will expire at the end of the membership year. Any Group Member Organization of the USDF may terminate membership in the USDF by written resignation submitted to the Executive Board.

Item # 5A.

Article VI, BOARD OF GOVERNORS, Section 1. Effective: Immediately

The Board of Governors shall consist of the following:

Change to read:

- a) ~~Delegates representing Group Member Organizations shall be elected or appointed to the USDF's Board of Governors for a term of not less than one year, under procedures established by each Group Member Organization. The Delegate shall not be an elected officer or Regional Director of the USDF. It shall be the responsibility of each Group Member Organization to notify the USDF in writing (which includes electronic means) as to the identity of the Delegate or Delegates so representing such Group Member Organization by August 31. Failure of a Group Member organization to so notify the USDF will constitute a forfeiture of representation on the Board of Governors.~~ ***If a Group Member Organization fails to notify the USDF of the identity of its Delegate or Delegates, the President of the Group Member Organization shall be designated as the Delegate.*** In the event that a Group Member Delegate shall either 1) die, 2) ~~move from the Region,~~ 3) resign, or 4) **3) be removed as Delegate by the Group Member Organization, then the Group Member Organization shall appoint or elect a new Delegate to serve the remainder of the one year term and notify the USDF as to the identity of the new Delegate.**

Item # 5B.

Article VI, BOARD OF GOVERNORS, Section 6, Effective: Starting with 2010 GMO delegate appointments or proxy assignments.

Change to read:

The Delegate of a Group Member Organizations may be represented on the Board of Governors by ~~written~~ proxy, signed by an officer of the Group Member Organization and filed with the Secretary of the Board of Governors ***as set forth in Section (a) below.*** ~~except for emergency reassignment, all delegate assignments, reassignments, and proxies must be completed by 6:00 pm the day before the meeting begins. No Delegate shall hold more than one proxy and no other Member shall hold more than two proxies at any meeting, except that in the event there are no other eligible persons present at the meeting from a given Region, then the remaining number of proxies may be held by a Delegate from the Region as stated below. Elected officers and Regional Directors of the USDF shall not be delegates or hold proxies. The Secretary in consultation with the Regional Director shall assign, in an emergency, the undesignated proxies at the commencement of roll call and as soon as proxies are assigned, roll call shall be read. Undesignated proxies shall be assigned as follows:~~

Item # 5C.

Article VI, BOARD OF GOVERNORS, Section 6, Effective: Starting with 2010 GMO proxy assignments.

Change to read and reletter as a:

- a e) Proxies may be ***either "designated" or "undesignated" and shall be*** made by facsimile bearing the signature and title of an authorized officer representing the Group Member Organization, ***by email or other means as described in the Policies and Procedures*** subject to approval by the Executive Board. ***A "designated" proxy identifies the Member who shall vote the proxy and an "undesignated" proxy does not identify the Member.***

Item # 5D.

Article VI, BOARD OF GOVERNORS, Section 6, Effective: Starting with 2010 GMO proxy assignments.

Change to read and reletter as b:

b a) Undesignated proxies ~~Proxies~~ shall be assigned first to a USDF Member of the Group Member Organization, **according to the instructions of the GMO**, who ~~is~~ **agrees to be** present at the meeting. No member shall hold more than two (2) proxies.

Item # 5E.

Article VI, BOARD OF GOVERNORS, Section 6, Effective: Starting with 2010 GMO proxy assignments.

Change to read and reletter as c:

c b) Undesignated proxies ~~Proxies~~ shall be assigned secondly to those Delegates present from the respective Region who does not already hold the proxy of another Group Member Organization. No delegate shall hold more than one (1) proxy, unless there are no other eligible persons present at the meeting from the given Region, in which case the Delegate may hold two (2) proxies. ~~Except for emergency reassignments, all delegate assignments, reassignments, and proxies must be completed by 6:00 pm the day before the meeting begins.~~

Item # 5F.

Article VI, BOARD OF GOVERNORS, Section 6, Effective: Starting with 2010 GMO proxy assignments.

Add:

d) Except for emergency reassignments, all proxies must be completed by 6:00 pm the day before the meeting begins.

Item # 5G.

Article VI, BOARD OF GOVERNORS, Section 6, Effective: Starting with 2010 GMO proxy assignments.

Add:

e) The Secretary in consultation with the Regional Director shall ~~assign, in an emergency, the undesignated proxies at~~ complete emergency reassignments prior to the commencement of roll call and as soon as proxies are assigned, roll call shall be read.

Item # 5H.

Article VI, BOARD OF GOVERNORS, Section 6, Effective: Starting with 2010 GMO proxy assignments.

Add:

f) Any Delegate proxy granted under this Section shall be valid only for the meeting specified.

Item # 6A.

Article VIII, OFFICERS, Section 6, Effective: Immediately

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 ballots must be returned within 30 days~~ **voting must occur within 30 days, the last day of which shall be the Return Date (as defined in Art. XI, Section 6H)**, and shall be counted and validated by the Chairperson of the Nominating Council. 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 ballots~~ **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.

Item # 6B.

Article VIII, OFFICERS, Section 11. Executive Director, 4. Duties of the Executive Director: Effective: Immediately

Change to read:

- n) Shall oversee ~~mailing~~ **preparation and distribution** of the ballots for the election of delegates to represent the Participating Members.

Item # 6C.

Article IX, REGIONAL DIRECTORS, Section 6, Effective: Immediately

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 33⅓% 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 ~~ballots must be returned within 30 days~~ **voting must occur within 30 days, the last day of which shall be the Return Date (as defined in Art. XI, Section 6H)**, and shall be counted and validated by the Chairperson of the Nominating Council. All ~~ballots~~ **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.

Item # 6D.

Article XI, NOMINATING COUNCIL, Effective: Immediately

Section 6. Nominating of Delegates to represent the Participating Members:

Change to read:

- b) A Canvassing Committee shall be appointed by the Chair of the Nominating 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 or nominees for a position as Delegate or on the Executive Board.
- 1. All ~~written return~~ ballots must be ~~postmarked~~ cast within thirty (30) days of the mailing of said ballots (the return date).

Item # 6E.

Article XI, NOMINATING COUNCIL, Effective: Immediately

Section 6. Nominating of Delegates to represent the Participating Members:

Delete and renumber remaining:

- b) A Canvassing Committee shall be appointed by the Chair of the Nominating 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 or nominees for a position as Delegate or on the Executive Board.
- 2. ~~All E ballots must be received and date/time stamped at the USDF office by midnight (Eastern Standard Time Zone) of the return date.~~

Item # 6F.

Article XI, NOMINATING COUNCIL, Effective: Immediately

Section 6. Nominating of Delegates to represent the Participating Members:

Renumber and delete:

- b) A Canvassing Committee shall be appointed by the Chair of the Nominating 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 or nominees for a position as Delegate or on the Executive Board.
- 2.3. ~~All ballots, both written and e-ballots,~~ shall be submitted to the Canvassing Committee not later than 10 days after the return date.

Item # 6G.

Article XI, NOMINATING COUNCIL, *Effective: Immediately*

Section 6. Nominating of Delegates to represent the Participating Members:

Delete:

- c) If in the final vote count four or fewer votes separate the candidates, a canvassing committee member other than the one responsible for that vote count will audit the results from all the ~~paper~~ ballots in that election. ~~This mandatory audit will be conducted by utilizing the private audit web page provided by the USDF office to confirm the data entered from the paper ballots into the computer, and comparing the original paper ballots to the audit screen.~~ If any errors are found, the canvassing committee member conducting the audit will immediately contact the USDF staff liaison for correction, and the ballots will be re-audited to confirm all errors are corrected. The result of this audit and correction process will constitute a recount and the result of the audit after any corrections shall be the final election result. The ~~paper~~ ballots shall then be sealed in an envelope, which shall be identified and stored as in Section 6(b) 5, above.

Item # 6H.

Article XI, NOMINATING COUNCIL

Section 6. Nominating of Delegates to represent the Participating Members: *Effective: Immediately*

Change to read:

- d) Any ballots ~~postmarked~~ cast after the closing **Return Date** shall be discarded.

Item # 6I.

Article XI, NOMINATING COUNCIL, *Effective: Immediately*

Section 6. Nominating of Delegates to represent the Participating Members:

Add and renumber:

h) For the purposes of this Article these Bylaws, the following definitions shall apply:

- 1. Mail or Mailing – shall mean any form of distribution, physical or electronic***
- 2. Return (returned) – shall mean received by the USDF in either physical or electronic form or postmarked by the USPS***
- 3. 2. Return Date – shall mean the date by which votes must be received by the USDF in either physical or electronic form or postmarked by the USPS***
- 4. 3. Ballot – shall include a physical or electronic form***
- 5. 4. Cast – a ballot is cast when it is ~~sent to~~ received by the USDF in either a physical or electronic form***

Item # 6J.

Article XIII, MEETINGS, Section 8, *Effective: Immediately*

Change to read:

Voting shall be conducted by voice vote; standing vote; hand vote; roll call vote; or in the case of elections or as requested, by secret ballot. The Executive Board may also conduct voting by mail, fax, ~~or~~ e-mail, ***or other means***, in accordance with the USDF Policies and Procedures. A secret ballot shall also be used in case of doubt when either voice votes or roll call votes cannot accurately determine the decision. Where there is a voice vote, the Chair shall have the prerogative to determine the results.

The following three proposed Bylaws changes were withdrawn:

Article VIII, OFFICERS, Section 3, *Effective: Immediately*

Add:

In the event of the death, resignation or removal of an Officer other than the President, an appointee of the President, ***said appointee to be a currently elected Participating Member Delegate***, 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 until the next regular election for that Office. In the event of the death, resignation, or removal of the President, the Vice President shall assume the position of President for the remainder of the President's term, and a special election shall be held at the next Annual Meeting to elect a replacement Vice President. In the event the Vice President is unable to fulfill the duties of President, the Executive Board shall fill such vacancy with one of the other current Officers until the next Annual Meeting, at which time there shall be a special election for a President, who shall serve until the next regular election for President. The appointment of an interim replacement Officer shall be made within thirty days following said death, resignation or removal.

Article VIII, OFFICERS, Section 7. President, Duties of the President:, *Effective: Immediately*

Add:

- e) In the event of death or resignation of a Regional Director or officer, the President shall appoint a replacement, ***said replacement to be a currently elected Participating Member Delegate and if a Regional Director is replaced, said Participating Delegate shall be from the same Region,*** within 30 days with the approval of the Executive Board.

Article IX, REGIONAL DIRECTORS, Section 3, *Effective: Immediately*

Add:

In the event of the death, resignation or removal of a Regional Director, an appointee of the President, ***said appointee to be a currently elected Participating Member Delegate from the same Region,*** 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 Regional Director shall be made within thirty days following said death, resignation, or removal.

Education Membership

Ken Levy explained that the Ad Hoc Membership Committee was tasked with considering how to grow USDF membership. He noted that similar recommendations for a new membership category related to education were made by two Strategic Planning committees, as well as this ad hoc committee. The proposed new Education Membership is intended to attract and offer opportunities for people interested in learning more about dressage and USDF. The committee felt that since GMO membership in USDF is less expensive than the Education membership, people would be more likely to join a GMO if they want to compete or receive local awards. Benefits of an Education Membership would include receiving *USDF Connection* online and receiving USDF university credits. The committee hopes this new option will attract IMO members, since the IMO category of membership has been discontinued. Mr. Levy does not feel that the Education Membership category will be a threat to GMO membership.

Ken Levy MOVED and Paul Cormier SECONDED a motion to amend the USDF bylaws, as follows:

Article V, MEMBERSHIP

Add new and renumber remaining:

Section 6. Education Membership

- 1. An Education Membership, as defined in the Policies and Procedures, is created as of December 1, 2010. Membership shall begin upon receipt of the application form and all necessary fees, and shall expire November 30.***
- 2. An Education Member shall be a non-voting member.***

Sue Malone-Casey expressed concern from small Region 9 GMOs that this change will hurt GMO membership.

Peter Rothschild requested to renumber the sections to read as follows:

Article V, MEMBERSHIP

Add new and renumber remaining:

Section 6. Education Membership

- 1. An Education Membership, as defined in the Policies and Procedures, is created as of December 1, 2010.***
- 2. Membership shall begin upon receipt of the application form and all necessary fees, and shall expire November 30.***
- 3. An Education Member shall be a non-voting member.***

By unanimous consent, the reformatting change was adopted.

Several delegates had questions related to the proposed new category. Jan Denno felt that this new education category could be a recruitment tool for GMOs. Susan Howard asked about the cost of processing these memberships. Cindy Vimont said that this new category would primarily involve an online application process. Ms. Howard requested that the cost of processing should be clarified. It was clarified that *USDF Connection* is only available as a member benefit and is not available for purchase by non-members. Several felt that the fees should be the same for GMOs and the Education membership. A request to call the question was not supported and discussion continued. Kathy Hickerson asked what benefits are covered by the proposed Education membership. Staff

explained that it would include university credits, receiving *USDF Connection* online, and discounts to USDF programs and merchandise. Someone asked if this option could be offered to GMOs so Eventing members could have an option to join at this level versus paying the higher GMO membership dues. Region 6 Director Donna Longacre stated that this new option was designed to be a win-win for USDF to attract new members. She reiterated that this has been in the works for two years and urged passage of the motion. **MOTION CARRIED.**

Ken Levy MOVED and Paul Cormier SECONDED a motion to establish Education Membership dues for adults at \$35/year, effective 12/1/10 and to establish Youth Education Membership dues at \$10 effective 12/1/10.

Danielle Lee MOVED and Jackie Sharp SECONDED an amendment that the Education Membership dues would be established at \$20 for adults and youth. Kevin Bradbury and Charles Smith expressed concern regarding the proposed amendment. Others requested that the Education category be part of GMO dues . **Amendment DEFEATED. The original MOTION CARRIED.**

2010-2011 Budget

Treasurer Barbara Tuohino-Funk noted that the proposed 2010-2011 budget was reformatted to include the dues increase approved on Thursday. The revised budget is balanced.

Kathy McCuen MOVED and Paul Cormier SECONDED a motion to adopt the budget.

Kathy Moffitt MOVED and Angela Prenosil SECONDED a motion to amend the budget so that the \$5 National Championship fund contribution be directed to the 2010-2011 budget to aid in balancing the budget and adding to the emergency reserve fund. MOTION CARRIED to amend the budget. It was clarified that this amendment applies only to the 2010-2011 fiscal year.

Kevin Bradbury MOVED and Tina Longaker SECONDED a motion to amend the budget so that the USDF non-member fee remains at \$20 and will not be increased. Some delegates expressed the opinion that everyone competing in USEF/USDF competitions should be USDF members. **MOTION DEFEATED.**

Barbara Cadwell MOVED and Debbie Carr-Kirk SECONDED a motion to amend the budget so that the interest from the National Championship restricted fund be directed into the general fund until finalized plans for a National Championship are established. MOTION CARRIED.

Kathy McCuen MOVED and Paul Cormier SECONDED a motion to adopt the amended budget for 2010-2011. MOTION CARRIED.

Awards Council

Peggy Klump MOVED and Danielle Lee SECONDED a motion to clarify one requirement for the Musical Freestyle award so that it will read as follows: Must have two non-freestyle scores of 60 percent or higher at the highest test of the level or a test at the next highest level earned in the current USDF competition year, effective October 1, 2010. MOTION CARRIED

Approval of Council and Committee Reports

Dr. Barish asked if there were any questions on the council and committee reports, with the exception of the Audit Committee report, which will be given and voted separately at the end of the meeting. There were none. **Paul Cormier MOVED and Becky Hafner SECONDED a motion to accept all council and committee reports with the exception of the Audit Committee report. MOTION CARRIED.**

Audit Committee – Charles Smith

Mr. Smith reported that the committee met in July and interviewed four accounting firms. **Charles Smith MOVED and Paul Cormier SECONDED a motion to approve the Audit Committee recommendation that Fister, Williams & Oberlander, PLLC Lexington, Kentucky be contracted to conduct the financial audit for the fiscal year ending March 31, 2010. MOTION CARRIED.**

Approval of Concept to Add Three Members to the Executive Board

Lisa Gorretta reported on the recommendation of the Ad Hoc Governance Committee to add three members to the Executive Board. This would require a Bylaws change to be written and voted on later if the concept is accepted by the BOG.

**Lisa Gorretta MOVED and Sally Davenport SECONDED a motion to read as follows:
Three At Large Positions shall be created on the USDF Board of Directors. One position shall be elected from the Administrative Council and two positions shall be elected from the Programs Council.**

Eligible candidates FOR EACH POSITION shall include the 7 Council members *plus up to 2 nominees from each Committee, including all Sub-groups, for a maximum of 17 candidates. Eligible voters shall include the 7 Council members plus all named Committee members and Committee sub-groups.*

The candidate receiving the most votes shall determine the winner of the Administrative Council position and the candidates receiving the top two vote counts shall determine the winners of the Programs Council positions. The first election shall be held at the 2010 USDF Annual meeting. The initial two year term shall commence January 1, 2011.

The Board of Governors authorizes the USDF Bylaws Committee to draft all necessary Bylaw changes and directs the Executive Board to revise USDF Policies and Procedures as needed to effect this governance change.

Ms. Gorretta stated that this is a motion to approve the concept of having three at-large directors as members of the EB. Mr. Trentelman clarified that the restructuring of the councils and committees has already been accomplished by the EB, since that duty is under the authority of the EB. This proposed motion will provide support by the BOG which will direct the Bylaws Committee to develop amendments to the Bylaws, to effect this change, which would be voted at the 2010 BOG.

Kat Kyle MOVED and Becky Hefner SECONDED an amendment to the motion that the three new EB members must be voted by the BOG. Ms. Gorretta explained that the purpose of the change would be to distill and increase the feedback directly from the councils to the EB. She further explained how the nomination and election process would work for the at-large directors. Kathy Moffitt expressed support for this concept. Sherry Guess expressed concern that this process creates an additional layer and increased expertise for USDF. It was reiterated that that the motion is only to get approval of the concept. Mr. Rothschild noted that the EB already has authority to refer this request to the Bylaws Committee, even without approval of the BOG.

Mr. Rothschild made a motion to table this discussion. On advice of the parliamentarian, the motion could not be tabled unless it was a matter of urgency. Mr. Trentelman advised that the motion is just a request for direction.
Amendment DEFEATED.

The original motion was reread. It was suggested that a very clear organizational chart be provided to the 2010 BOG during presentation of the proposed amendment to clarify the requested changes. Ms. Gorretta recommended an amendment to her original motion as stated below [new language in red]. The amended motion reads as follows.

**Lisa Gorretta MOVED and Sally Davenport SECONDED a motion to read as follows:
Three At Large Positions shall be created on the USDF Board of Directors. One position shall be elected from the Administrative Council and two positions shall be elected from the Programs Council.**

It is recommended that Eligible candidates FOR EACH POSITION shall include the 7 Council members *plus up to 2 nominees from each Committee, including all Sub-groups, for a maximum of 17 candidates. Eligible voters shall include the 7 Council members plus all named Committee members and Committee sub-groups.*

The candidate receiving the most votes shall determine the winner of the Administrative Council position and the candidates receiving the top two vote counts shall determine the winners of the Programs Council positions. The first election shall be held at the 2010 USDF Annual meeting. The initial two year term shall commence January 1, 2011.

The Board of Governors authorizes the USDF Bylaws Committee to draft all necessary Bylaw changes and directs the Executive Board to revise USDF Policies and Procedures as needed to effect this governance change.

Ms Gorretta asked if there was any objection to the suggested amendment. **'Hearing none, so adopted.** After rereading the amended motion, the **MOTION CARRIED.**

Dr.Barish acknowledged and presented the GMO awards. He also acknowledged retiring council and committee chairs, Sally Chionsini and Robert Higgins.

Fran Crocco acknowledged and presented Diamond University awards to Joan Kulifay and Marilyn Kulifay. She also acknowledged additional university award recipients.

Paul Cormier MOVED and Kate O'Connor SECONDED a motion to adjourn the meeting. MOTION CARRIED.

The Board of Governors meeting was adjourned at 1:10 pm.

Respectfully submitted,

Janine W. Malone
USDF Secretary