



Established in 1971, The **Oregon Dressage Society**, an affiliate of the United States Dressage Federation, exists to educate, promote and inspire its members and the general public through programs, publications and competitions, in a way that enhances the image of Dressage and promotes the welfare of the horse.

ODS Board of Directors

Quarterly Meeting Minutes

Wednesday, June 10, 2015
6:30 – 7:30 PM Conference Call

2014-15 Board member attendance record:

Board Member Name	Attendance Record												
	11/12/2014	12/10/2014	1/14/2015	2/11/2015	2/11/2015	3/11/2015	4/8/2015	5/13/2015	6/10/2015	8/15/2015	9/9/2015	10/14/2015	11/7/2015
	Conf Call	Conf Call	Conf Call	Face to Face	Conf Call	Conf Call	Conf Call	Conf Call	Conf Call	Face to Face	Conf Call	Conf Call	Face to Face
Anna		XX	XX	XX					XX				
Audrey	XX	XX	XX		XX	XX			XX				
Biagina	XX	XX	XX		XX	XX		XX	XX				
Brett	XX	XX		XX		XX			XX				
Dolores	XX	XX	XX	XX	XX			XX	XX				
Ed	XX	XX	XX	XX	XX	XX			XX				
Elaine		XX		XX	XX			XX					
Gaye	XX	XX	XX	XX	XX	XX		XX	XX				
Jessica				XX	XX	XX		XX					
Lisa			XX	XX					XX				
Rose	XX	XX	XX		XX			XX	XX				
Sharm	XX					XX		XX					

Board Quorum with 9 Board Members achieved

Board members in attendance:

Anna Bigwood
Brett Stallings
Liz Koch
Biagina Lazaroni
Gaye McCabe
Ed Miller
Dolores Morgan
Rose Newma
Audrey Staton

Minutes taken by Biagina Lazaroni and edited by Erin McCarthy

Board members absent:

Sharm Daggett
Elaine Thomas
Jessica Rattner

Non-voting members in attendance:

Corinne Stonier & Erin McCarthy

Meeting Minutes:

1. 6:40 PM: Call to order – *Gaye McCabe*
 - a. Introductions – Erin McCarthy introduced herself. She resides in the Newberg area and has been a member of ODS for a long time.
 - b. Announcements
 - b.i. To Be Appointed/Newly-appointed Committee Chairs – None at this time.
 - b.ii. To Be Appointed State Positions/ODS Officers – None at this time.
 - b.iii. Vacancies/“Help Wanted” Committee Chairs/State Positions – Biagina Lazaroni will not be returning as Secretary, but is willing to run for a Director at Large position.
 - c. Possible Championship Show – *Corinne Stonier*
 - c.i. Corinne will be starting to delegate extra duties to other people. Jennifer Milburn and Corinne will be reviewing the job descriptions for the championship show. Sponsorship coordinator is a paid position and we'll be working on advertising it with the recommendations from the Board because it may not be current in the policy manual. We will be looking for someone who has the qualifications for that position. It is an important position.
 - d. Health Concerns/Statuses/EHV-1 ongoing concern – No new cases.
2. Approve meeting minutes – *Gaye McCabe*
 - a. April minutes – Pending recording being fixed, April minutes approval has been postponed until the next meeting. April minutes pending completion (Erin/Biagina/Corinne)
3. Adopt agenda – *Gaye McCabe*

Biagina moved to approve the agenda. Dolores seconded. All in favor. None opposed. None abstained. Agenda approved.

4. Correspondence
 - a. Thank you notes being held for in-person face-to-face meeting.
5. Treasurer Report —*Dolores Morgan*
 - a. Dolores has the financial reports for April and May. Dolores is wondering if it would be a good idea to post the financial reports to the ODS website as the best way for the Board and general membership to review them. They increased by \$4/month for the \$50,000 we have in the Education Fund. Dolores is working on the chart of accounts so they will be easier to access.
 - b. Current Financial Reports for the ODS Internal Accounts Financial Reports (Main Checking, Education Fund, Winnie Heiney Duncan Fund)
 - c. Status on the IRS Fine – No change.
 - d. Other
6. Executive Director Report – *Corinne Stonier*
 - a. Membership Status – Membership numbers are still under 1,000. 989 is the current number. Corinne is hopeful that we will continue to grow.
 - b. Written report sent via e-mail to Board on 6/9 regarding the 2015 ODS Omnibus.
 - c. Question/Answer/Other – Dolores did have one question: “The bottom line is that no one owes us any money and we got everything we were expecting?”
7. Committee Reports – None requested.
8. Old Business
 - a. Bylaws & Policy Amendment – *Ed Miller*: At the retreat we talked about changing the bylaws to address our ability to dissolve chapters for various reasons such as failure to submit financials. Two things were changed. One was the policy manual that defines the criteria that we would use to consider disbanding, which would include any activity or action that threatens ODS nonprofit status, failure to maintain active membership, failure to maintain required insurance, failure to submit required annual or post-activity financial report. That has been included in the policy manual. And in the bylaws themselves, there

was a change made in Article 3 Section 5, Chapter Dissolution. We can decide to dissolve a chapter based on cause. That phrase was not there before. We added that we have the authority to dissolve a chapter for the above reasons. That change to the bylaws requires a two-thirds majority vote of the Board to pass. Gaye suggested that we need to have some kind of an appeals process if a chapter is notified that they are to be dissolved. Perhaps we do not need this legally, but it may be a matter of good will. Corinne suggested that might already be addressed in Policies and Procedures. Dolores suggested that perhaps we need to clarify this point through an attorney. Gaye suggested that, since this is a situation with far-reaching implications, perhaps we should table further discussion until we have a face-to-face meeting. The Board agreed. Under the duties of the Executive Board, the Board has the right to approve or disapprove shows, which is not correct.

Lisa moved to table discussion until the next face-to-face meeting. Dolores seconded. For discussion, Ed asked who was going to do the necessary research. Lisa raised the issue of how the bylaws address dismissing of a director, questioning how it was worded. All in favor. None opposed. Motion passed.

9. New Business – *Gaye McCabe*

- a.** Representation at the USDF Convention – Biagina and Ed expressed interest in attending the convention. Rose, Gaye, and Audrey, too. Corinne will send out a ballot to vote for who will be attending convention.

Ed moved to send out a ballot for the representatives for the USDF convention with a space for write-in. Biagina declared a conflict of interest and seconded the motion. All approved. None opposed. None abstained.

- b.** Add to future agendas: Para-Equestrian Committee

Gaye called meeting to adjourn at 7:20 p.m. Dolores moved. Audrey seconded. All approved.