

Minutes of the AHS Board of Directors

WebEx Conference Call

October 7th, 2020

Present: Edgar Schutte (president), Barb Schmidt, Nancy Connolly, Cathy Tucker-Slaterbeck, Meg Williams, Joanne Hodges (executive director), Rachel Erhlich, Rick Toering, Kate Palmquist, Volker Ehlers, Natalie Diberardinis, and Doug Langer

The President called the meeting to order at 8:30 a.m. PST.

Motion: To approve Aug. 22 and Aug. 23rd meeting notes-Motion Approved Unanimously,

Presidents Report:

- Covid-19 issues continue, Joanne in the office all others remote. Edgar and Joanne working on who will print passports, and how. We are setting up a meeting with Ken Ball. VIT system was going to be utilized for AHS to print, but USEF offered to print passports for registries that can be multipurpose including FEI use. The fee from USEF is \$45.00, it includes the USEF number that we currently pay for.
- Contracts for AHS SSA sent to us by Stefan Parker, he is ready to proceed and enter stallions. Cheryl Johnson has limited time due to health issues, an announcement out on FB to look for a volunteer to help Cheryl. I have somebody in mind and will organize this with the new person. Dates are Jan 22nd- 31st then follow up second chance. Auction.
- Spoke with Don Kapper he has volunteered to be a record keeper of sponsorships-this will help us know when something expires or not.
- The tour, continuing under challenging conditions with state by state restrictions, over 40 sites... we and the ISR/and NA Oldenburg are the only ones touring.
- The tour, some last minute stepping up. Vanessa has done a few sites, and George Walker as well. Cathy has driven as learner judge, Sandy Hunt and Meg Williams have flown to sites. This year the judges really pulled together, and we commend the committee and judges with efforts to bring a tour to fruition. A strange year but a lot of positive coming out of the tour. The tour continues to be a great thing for our society.

Executive Director's Report,

- Stallion dues and the information requests for the Stallion Directory have been combined in one email and sent at the beginning of the month. Another reminder will go out again next week.
- The electronic voting company used in the last election has been contacted and we're working through their timeline. Nominations are due by October 15.
- The information gathered from the candidates will be put on the website. Hanoverian Happenings and FB posts will link to the website.
- Preliminary figures (manual count) on the inspections:
 - 73 Hanoverian mares inspected

- 69 nonHanoverian mares
- 163 foals came to inspections
- 115 foals registered by mail
- Of the foals registered, 244 were Hanoverian and 37 were Rhineland
- 35 mares completed the MPT
- 63 horses entered the futurities
- 5 stallions were inspected
- 14 people have enrolled for a video inspection

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Financial Updates:

Financial updates- Currently our financial numbers stand similar to last year with the information we have to date.

- Incomed down 5-10k with expenses also down.
- Cash assets -\$254,000 “parked” for now. Currently difficult to analyze the financials as we don’t have a -feel for monies coming in as tour projections are difficult this year. The next month will give us more of an accurate picture.
- Getting a budget together is important. The budget committee will be meeting to submit budget proposal to Board.

Annual Meeting Update

- According to the By-Laws we need an annual meeting, and it can be done virtually the question is how much of the meeting and how to technically accomplish it. We can do only a virtual business meeting with the general membership. Then would conduct separately a Board meeting and M&S committee meeting.
- Silent Auction-this has always been a major fundraiser and will be a financial loss to the society, but without an in-person meeting will be difficult to try. Nancy will follow up with Tim Jennings to see if he would hold virtual auction. Update-Tim not interested. We may revisit educational offerings on the website for the future, but for the meeting may not make sense. 2022 may be the best to look at a more detailed plan for virtual offerings.
- Silent auction may be too difficult with little exposure, too difficult to do things this year, so look forward to 2022. We will try and keep it simple and do what we can well. 32auctions .com another place that does “online auctions”.
- Could also add items to the AHS SSA and combine both, and make both auctions bigger. Maybe combine the SSA and the Silent auction together. The timing is about the same. Barb will talk to the gentleman doing the SSA auction

New Business:

- Board discussion on Breeding Reports and stallion certificates. Discussion on the need to update policies and breeding rules to better reflect current breeding practices.

Adopted Policy dated 10/07/20

- Any Hanoverian/Rhineland approved stallion may be activated with the AHS, regardless of location or country where standing.
- For registration purposes, approved Han/RHLD stallions would be categorized in two groups only: Activate and Inactive. The term Foreign Sire Fee becomes obsolete.
- Foals registered by approved inactive stallions, standing here and in other countries will require an Inactive Stallion Fee (ISF) of \$150 per foal.
- Activation will require completion of the New Stallion Activation form, or the Stallion Re-Activation form filled out in its entirety and signed by the owner/owner's agent.
- If activation occurs before the Breeder's Guide deadline, that stallion may have his own page in the Guide and will have an entry on the AHS stallion page on the website.
- If activation occurs after the Guide submission deadlines, that stallion will have an AHS webpage entry.
- The Verband is also welcome to participate in this opportunity, at the same rate as any other stallion.
- Mare owners may not activate a stallion themselves. They can encourage the Stallion Owner to do so. If the Stallion Owner does not elect to activate, mare owners registering foals by an inactive stallion will pay the Inactive Sire Fee of \$150 per foal for the first two foals by that sire in a calendar year, subsequent foals by the same sire will have the fee waived for that mare owner.
- Stallion Owner or their agent must be current active members of the AHS to activate a stallion.

Stallion Activation Breeding Rules Changes:

4.9. Activation of the Stallion

4.9.1. Annual Activation – A stallion's breeding privileges may be renewed annually by the stallion, namely by timely filing of the stallion's annual service report ~~including stallion certificates of service,~~ and payment of stallion dues.

4.9.2. Publication of Activated Stallions – All stallions currently activated with the AHS shall be published annually in the AHS Stallion Directory and/or on the AHS website.

6.1.2. Sire Must Be Activated – In order for the foal to be eligible for registration, the sire must be activated according to the following:

6.1.2.1. ~~For stallions standing inside the United States,~~ the sire must be activated in the year of conception through payment of its Stallion dues (typically by the stallion owner).

6.1.2.2. For stallions not activated with the AHS, the foal may be registered upon payment of an ~~Foreign Sire Fee~~ Inactive Stallion Fee (typically by the breeder/owner of the foal).

6.1.2.3. For gelded or deceased stallions, the foal may be registered upon payment of an Inactive Stallion Fee.

Stallion Service Report Rules Changes:

8. OBLIGATIONS OF THE STALLION OWNER

8.1. Obligations of the Stallion Owner – The stallion owner is responsible to the AHS for correct documentation of the stallion’s breeding activity and its recording. In particular, the stallion owner must fulfill the following obligations:

8.1.1. Activate the stallion (~~by payment of annual breeding dues~~) by October 1 prior to the year for

which the stallion is being activated. Returning the annual stallion service report ~~as well as the appropriate copy of each completed stallion certificate of service~~ to the AHS by November 30 of each year. Failure to activate the stallion by October 1 by payment of annual stallion dues, or failure to file the annual stallion service report ~~and the stallion certificates of service~~ by November 30 incurs a penalty payable before the AHS can accept the tardy report.

8.1.2. ~~Submit a completed and signed stallion certificate of service for each mare bred. Failure to provide the AHS with a stallion certificate of service for a mare owner who has fulfilled their contractual obligations may result in suspension of a stallion’s breeding approval and/or the stallion owner’s AHS membership.~~

8.1.3. Observe all limitations concerning the use of stallions imposed by the Mare and Stallion Committee according to §4.

8.1.4. Inform the AHS of (i) any change of ownership of a stallion; (ii) any change of location of a stallion; (iii) the death of the stallion; or (iv) any event which indicates that the stallion may no longer be available for breeding.

8.2. Stallion Service Report – At the end of the breeding season, owners/agents of activated stallions are sent an annual stallion service report. The stallion owner is obliged to keep a list of mares bred along with the name and address of the owner and submit this entire list as an

annual stallion service report to the AHS by November 30. The annual stallion service report must contain the following information:

- a) the name and registration number (where known) of each mare bred;
- b) the breed of each mare (where known);
- c) all dates of breeding and/or shipping of semen;
- d) the name and address of the mare's owner/leasee;
- e) the signature of the stallion owner or their representative.

~~8.3. Stallion Certificates of Service—At the end of the breeding season, owners/agents of activated stallions are sent stallion certificates of service. The stallion owner is obliged to issue a stallion certificate of service for each mare bred and submit the original certificate to the AHS by November 30 of each year. Duplicates are retained by the stallion owner/agent. The stallion certificate of service must include:~~

- ~~a) the name and registration number (where known) of the mare;~~
- ~~b) the name and number of the stallion;~~
- ~~c) all dates concerning breeding and/or shipping of semen;~~
- ~~d) the name and address of the mare's owner/leasee;~~
- ~~e) the signature of the stallion owner or their representative.~~

Meeting adjourned.

Motions passed via email vote after 10/07/20 meeting, on November 18, 2020:

Motion: The Board Approves amending the By-Laws and eliminating the 3 Regional Director positions and converting these positions to “Directors At Large”. This proposed By-Law change will be sent to the membership on the current Ballot of Nov. 2020. If passed by the membership this change will go into effect the election of Nov.2022.

Motion Passed vote of 6 for and 4 against

Motion: To approve the proposed Amendment to Bylaws §1.2.1., §1.2.1.2., §1.2.1.3., §1.2.1.5., and elsewhere, as necessary, to reflect these changes (additions and deletions) as set forth in the proposal below.

Motion Passed unanimously

AHS BALLOT

PROPOSED AMENDMENTS TO BYLAWS

18 November 2020

Proposed Amendment #1 – Change Length of Term for Directors

Currently, the term of each director on the AHS Board is six (6) years. Recently, some directors as well as some members of the Society have suggested that this term is too long and may discourage members from serving on the Board. The proposed amendment, which would be effective immediately, reduces the term to four (4) years, with a provision for those directors elected in 2020 to serve for five (5) years so that ultimately, voting for alternating halves (roughly) of the Board occurs every two years (i.e., voting in 2023 and odd years thereafter). The Board recommends adopting this proposed amendment.

Proposed Amendment to Bylaws §1.4.2 and elsewhere, as necessary, to reflect these changes (additions and ~~deletions~~):

1.4. ARTICLE IV – BOARD OF DIRECTORS

1.4.2. TERMS OF OFFICE – Terms of office for each Director shall be for four (4) ~~six (6)~~ years, except that the terms of office for each Director elected in the fall of 2020 shall be for five (5) years. Newly elected Officers shall assume their duties at the Board meeting following their election and after the reading of the minutes of the prior Board meeting. This meeting shall constitute a reorganizational Board meeting. If a Director resigns or can no longer perform his/her function, the Board shall appoint a successor to serve until the next time a regular election is held for the unexpired term of the Board position being filled.

Proposed Amendment #2 – Replace Regional Directors with Additional Directors “At-Large”

Currently, the AHS Board includes three regional directors, one for each of the East, Midwest, and West regions of the United States. The Nominations Committee recommends eliminating the distinction between “regional” and “at-large” directors of the Board, concluding that the regional directors are no longer necessary in addressing virtually all of the issues faced by the Society. In addition, the proposal eliminates the effort and significant costs associated with preparing, sending and managing three separate and distinct ballots (e.g., electronic campaigns) when regional directors are elected. The proposed amendment replaces all three regional directors with three “at-large” directors and will go into effect after the current election of regional directors. The Board recommends adopting this proposal.

Proposed Amendment to Bylaws §1.4.1., §1.6.4., and elsewhere, as necessary, to reflect these changes (additions and ~~deletions~~):

1.4. ARTICLE IV – BOARD OF DIRECTORS

1.4.1. COMPOSITION – There shall be a Board of Directors of the AHS. It shall consist of eleven (11) elected members and the immediate Past President whose term shall not exceed four (4) years. The Officers shall be elected by the Board of Directors and shall consist of the President, Executive Vice-President, Vice President, Secretary, and Treasurer. The President shall serve a term of two (2) years. Other Officers shall serve a term of one (1) year. The Board shall be comprised of eleven (11) ~~eight (8)~~ At-Large Directors and ~~three (3)~~ Regional Directors representing East, Midwest and West of the U.S. (~~Regions to be defined by the Board~~). The Executive Director shall be a non-voting member of the Board and shall serve for the duration of his or her employment.

1.6. ARTICLE VI – MEMBERSHIP MEETINGS AND ELECTIONS

1.6.4. VOTING – Directors and the members to be elected to the Standing Committees shall be elected by ballot. ~~Nominees for each Regional Representative Director shall reside in and be elected by eligible members living in the corresponding region.~~ At-Large Directors and members to be elected to the Standing Committees shall be elected from the nominees using preferential voting. Officers of the AHS shall be elected by the Board from the Directors elected to the Board.

Proposed Amendment #3 – Remove Unnecessary Membership Classes

Currently, the Bylaws recognize several classes of members, some of which are no longer relevant to the Society's operation. In particular, there is no longer a need to distinguish between "Regular" and "Active" members, the key difference being that the Active member has at least one activated mare in the given year. In addition, there is no longer a need for "Introductory" members, as this program failed to provide any measurable increase in our membership. The Board recommends adopting this proposal.

Proposed Amendment to Bylaws §1.2.1., §1.2.1.2., §1.2.1.3., §1.2.1.5., and elsewhere, as necessary, to reflect these changes (additions and ~~deletions~~):

1.2. ARTICLE II - MEMBERSHIP

1.2.1. CATEGORIES - The membership of the AHS shall consist of Charter, Active, ~~Regular, Introductory~~, Associate, Junior, Distinguished, Lifetime and Honorary categories as defined in this article.

1.2.1.2. ACTIVE MEMBERS

A. Shall consist of either a natural person or an Entity. For purposes of this Article 1.2, an Entity shall include families, fiduciaries, proprietorships, partnerships, unincorporated associations, corporations, limited liability companies, limited liability partnerships, etc., provided that such Entity must designate a single individual to exercise its voting right.

- B.** Residents of Canada who have heretofore been permitted to join as Active members of the AHS may continue to be an Active member of the AHS. Residents of Canada that purchased an AHS-registered horse with a Grandfathered Pedigree (i.e., a pedigree containing a stallion approved by the AHS but not recognized by the HV) are eligible to be an Active member of the AHS and continue to have such horse registered by the AHS.
- ~~C.~~ Shall have activated an AHS approved mare by payment of the breeding dues for such mare within the current calendar year.
- C D.** Shall receive the AHS Stallion Directory and AHS quarterly magazine as part of their membership.
- D E.** Shall be eligible to participate in memberships meetings, hold office, serve on committees, and vote.
- E F.** Shall be eligible for all AHS awards programs.
- F G.** Shall be eligible to register foals from approved broodmares.

1.2.1.3. REGULAR MEMBERS

- ~~A.~~ Shall consist of either a natural person or an Entity as defined in 1.2.1.2.A.
- ~~B.~~ Shall reside in and/or own an AHS registered horse within the United States or Mexico. Residents of Canada who have heretofore been permitted to join as Active members of the AHS are also eligible to be a Regular member of the AHS consistent with the eligibility requirements defined in 1.2.1.2.B
- ~~C.~~ Shall receive the AHS Stallion Directory and AHS quarterly magazine as part of their membership.
- ~~D.~~ Shall be eligible to participate in membership meetings, hold office, serve on committees, and vote.
- ~~E.~~ Shall be eligible for all AHS awards programs.

1.2.1.5. INTRODUCTORY MEMBERS

- ~~A.~~ Shall consist of either a natural person or Entity as defined in 1.2.1.2.A. who: i) has not previously been a member in any capacity of the AHS or other recognized Hanoverian breed society; and ii) who is named as a "Buyer" in an AHS Transfer of Ownership form. The Introductory membership shall begin on the date of the transfer and continue through the end of the first full calendar year, after which the member shall be invited to join as another category of member.
- ~~B.~~ May reside in any area of the world.
- ~~C.~~ Shall receive the AHS stallion directory and the AHS quarterly magazine as part of their membership.
- ~~D.~~ Shall be eligible for all AHS awards programs.

AHS BALLOT ELECTION OF DIRECTORS 18 November 2020

East Region Director – Pick One: (**Note: only East Region members vote**)

- Rick Toering, Waterford VA

Midwest Region Director – Pick One: (**Note: only Midwest Region members vote**)

- Don Kapper, Beach City OH

West Region Director – Pick One: (**Note: only West Region members vote**)

- Ashlie Racette, Roy WA

Volker Ehlers, Camas WA

Directors “At-Large” – Pick Four:

- Natalie DiBerardinis, Colora MD
- Judy Hedreen, Snohomish WA
- Samantha Kidd, Carthage NC
- Gina Leslie, Charleston SC
- Jan Marquardt, Willis TX
- Dawn Spencer, Kalamazoo MI
- Cathy Tucker-Slaterbeck, Reisterstown MD
- Caryn Vesperman, Brooklyn WI