

**THE AMERICAN DRIVING SOCIETY, INC.**

**MEETING OF THE**

**BOARD OF DIRECTORS**

**May 17, 2017**

The Board of Directors of The American Driving Society, Inc. (“ADS”) held a regularly scheduled meeting on May 17, 2017. The meeting was called by Mike Arnold, President of ADS, after proper notice was provided in accordance with the Bylaws of the ADS.

The meeting was called to order at 8:01 p.m. Eastern Time by the President.

The following Directors were present at the meeting and constituted a quorum for the purpose of conducting business:

Mike Arnold  
Josh Rector  
Margaret Grillet  
Teresa Bron  
Gwen Bassetti  
Linda Bennett  
Audrey Bostwick  
Ann Craig  
Heidi Ferguson  
John Freiburger  
Ruthie Graves  
Natasha Grigg  
Elaine Kendig  
Diane Koopman  
Mike Lyon  
Pam Miller-Mitchell  
Tracey Morgan  
Jeff Morse  
Kacy Tipton-Fashik  
Boots Wright  
Linda Yutzy

Honorary Directors Holly Pulsifer and Hardy Zantke, were also present as well as a member, Pat Cheatham, Executive Director Louise Rothery and Director of Administration, Stacy Carlson.

1. **Approval of Agenda.**

President Arnold presented the agenda for approval. As there were no corrections or additions, the agenda was approved.

2. **Approval of the Board of Directors Meeting Minutes (January 14, 2017 and May 10, 2017).**

The President noted that minutes of the Board of Directors meeting held on January 14, 2017 and May 10, 2017 had been distributed to the board members for review and then asked if there were any corrections or additions. John Freiburger asked that the January 14<sup>th</sup> minutes be corrected to show that he attended that meeting by phone. As there were no further corrections or additions the minutes were approved as corrected.

3. **President's Report.**

President Arnold reported to the board that Dan Rosenthal has resigned as Vice President, effective immediately. Because he was disconnected from email for 36 hours, he does not have the resignation letter in hand for distribution, but will circulate it when received. He reminded the board that Dan was the Vice President during a very tumultuous time and we all appreciate his work for ADS.

He then presented two points for discussion in connection with Dan's resignation. The first is whether or not Dan can remain on the board of directors. President Arnold suggested that the Executive Committee be assigned the task of determining whether the bylaws allow for him to remain on the board.

Secondly, he suggested that a special committee be appointed to present suggestions for a candidate to fill the vacant position of Vice President.

Mike Lyon suggested that Dan fill the vacant at-large director position

Margaret Grillet noted that, although she believes the bylaws allow for Dan to resign only as an officer and to remain on the board as a director, there is a disagreement among the Executive Committee members about this. She suggested that Mary Anne Cody, Esq., who has been assisting with updating the bylaws, be consulted on this question for professional advice.

The President then told the board that the ADS is listed on the USEF Website as an affiliate and has been billed for the 2017 affiliate fee. President Arnold has had conversations with Bill Moroney and Danielle Aamodt. Discussions have been started with USE about developing a communications plan and the driving sport committee. The USE nondiscrimination policy and other things will be posted on the ADS website, as agreed. A

request was made to USE for a detailed list of action items to be completed in order for the ADS to comply with the agreement.

#### **4. Treasurer's Report.**

Josh Rector presented a treasurer's report on some key points in connection to the budget. The membership income, he said is currently at \$35,000 which falls short of the \$115,000 annual budgeted amount. This is an area we need to focus on to grow the membership.

The advertising revenues received to date are \$15,000 and are on track to surpass the annual budgeted amount of \$24,000 for the year. The accounting is moving into QuickBooks Online from the desktop version which is working out well. Progress is being made in the right direction.

#### **5. Administrative Report.**

Louise Rothery reported that she has been working on updating various forms on the ADS website. As of today, twenty-three forms have been updated. She is also working on developing a printed version of the Omnibus that will generate advertising revenue. Other projects that are underway include a corporate sponsorship proposal and member retail discounts. The iContact membership email blast has generated two hundred renewals which was a response by 30% of the those received.

Stacy Carlson announced that Chenelle Lavigne has been hired as an office assistant. Chenelle started this week and has been working with Stacy to become familiar with the office and her duties. Stacy expects Chenelle to work twenty hours per week and is looking forward to having the support.

#### **6. Governance & Bylaws Committee Update and Approval of Updated Bylaws.**

Elaine Kendig reminded the board that she had distributed an email to all directors prior to the meeting explaining the proposed bylaw changes that will be addressed tonight. She emphasized that the changes being considered at this meeting are to bring the current bylaws into compliance with the New York Not-for-Profit Law ("NYNP Law") that went into effect on January 1, 2017. She advised the board that additional changes will be presented for further consideration at a future meeting. In response to a question from Jeff Morse, Elaine advised that the committee (with the advice of an attorney) will find out what can and cannot be done in connection with changes to the bylaws to reorganize the ADS in a way to reduce the number of directors.

Because the changes being proposed today are to bring the current Bylaws into compliance, the NYNP Law allows for them to be approved by the board with no additional notice or procedural requirements.

In response to questions from Pat Cheatham, it was again noted by Elaine Kendig that the only changes being approved at this meeting are changes to bring the bylaws into compliance with the current NYNP Law and that the changes are mandatory. Because of the nature of these changes, there is no requirement for notice or posting for membership comment. After these mandatory changes are adopted, the committee will work on presenting the optional changes for consideration by the membership.

Natasha made the following motion that was seconded and approved:

*That the board accept the proposed updated bylaws that comply with NYNP Law, as distributed and presented at this meeting by the Governance & Bylaws Committee.*

**7. Development Committee Report.**

Natasha Grigg advised the board that there is little to report. The committee sent an email blast to members in March asking for financial support. A clear and updated report of the results will be published in the next issue of *The Whip*. The responsibility of distributing grants has been shifted from the committee to the Executive Committee and the guidelines for that are being developed. She suggested that Grants be awarded for activities that benefit the ADS in some way. An example of activities excluded from consideration would be private lessons and clinics. Types of activities that will be considered would be regional drives, club activities and group clinics and lessons. The guidelines are still being developed.

The investment account is still in the process of being transferred from Morgan Stanley to the deBurlo Group and, as Josh Rector confirmed, is expected to be completed shortly.

**8. USEF/ADS Affiliation Status.**

President Arnold reported that there is no update on the status, that this topic has been covered.

**9. Trail Guide.**

Heidi Ferguson brought the board up to date on the status of this project. Although she is still enthusiastic about the project, she is having difficulty moving forward because of a lack of volunteers to provide grass roots information. She has asked Louise Rothery for help in contacting regional directors but is still at an impasse for the lack of response. Margaret and Hardy suggested that people in the learner program be contacted and that personal phone calls may be more successful than email contact. Kelly Valdes suggested contacting the local clubs for help. Pat Cheatham suggested offering a discount or incentive for those who help. All agreed that publicity in *The Whip* and *The WheelHorse* would benefit the project. Heidi will look into designing an incentive/gift item like a hat, sheet or halter for the “trail blazers”!

**10. 2018 WEG Update.**

Louise Rothery reported that she is making progress on finding a contact person for demonstrations and entertainment at WEG and expects to have that information soon. Stacy added that information regarding WEG will be posted to the ADS website as soon as it is available.

**11. Annual Membership Meeting.**

Stacy reported that the annual membership meeting will be held in conjunction with The National Drive on October 10-15 in Lexington Kentucky. The members meeting will be held on October 14<sup>th</sup> and the Board meeting will be on the 15<sup>th</sup>. The committee meetings will be held at scheduled times during the week and arrangements for meeting locations for those meetings will be made. Activities that would be scheduled during the week were discussed. The brochures will be out soon, Louise said.

As there was no unfinished business or new business, the meeting was adjourned at 9:00 p.m. and the board moved into executive session to discuss the contract renewal of the Executive Director.

Respectfully Submitted

Margaret Grillet, Secretary