

THE AMERICAN DRIVING SOCIETY, INC.

EXECUTIVE COMMITTEE MEETING

January 13, 2017

The Executive Committee of The American Driving Society, Inc. (“ADS”) held an open meeting on January 13, 2017. The meeting was held at The Hyatt Regency Hotel in Lexington Kentucky and was called by Michael Arnold, President of ADS. Proper notice was provided in accordance with Article VII of the Bylaws of the ADS.

The meeting was called to order at 1:10 p.m. Eastern Time by the President. Margaret Grillet called the roll and confirmed that all members of the Executive Committee were present either in person or by phone and a quorum was represented.

Executive Committee members in attendance:

Michael Arnold
Daniel Rosenthal
Josh Rector (via telephone)
Margaret Grillet

Attending in person were: Audrey Bostwick, Elaine Kendig, Maria Putnam, Chris Bickford, Ellen Ettenger, Patrick Cheatham, Thomas Heverin, Gail Aumiller, Jodi Van Sprang, Tucker Johnson, Suzy Stafford, Heather Walker, Scott Monroe, Tracey Morgan, Cecile Dunn, Holly Pulsifer, Natasha Grigg, Lizzy Staller and Hardy Zantke via telephone.

Staff members Stacy Carlson and Louise Rothery were also in attendance.

Before beginning the meeting, President Arnold congratulated Gail Aumiller for receiving the 2017 US Equestrian’s Bill Robinson Trophy, for the nomination of her horse, Sjaante, for USEF National Horse of the Year and her nomination for USEF Equestrian of the Year.

1. Approval of Minutes.

The President noted that minutes of the Executive Committee meeting held on September 24, 2016 had been distributed for review and asked for any corrections or additions. As there were no corrections or additions the minutes of the meeting were approved.

2. Review of January 14, 2017 Board of Directors Meeting Agenda.

The Agenda for the Board of Directors meeting to be held on January 14, 2017 had been distributed and was reviewed. President Arnold asked for any corrections or additions and since there were none, the agenda was approved.

3. Website Contract with The Barry Group, LLC.

Margaret Grillet made the following motion on behalf of Heidi Ferguson:

That the costs, as presented by the The Barry Group, LLC in the total amount of \$1,100 for conversion of the existing Trail Guide information into a database format and posted for access on the ADS website be approved.

After being seconded, the motion was discussed. It was noted that all website submissions to the Trail Guide will be reviewed by Heidi Ferguson and the subsequent committee chair(s). Two committee members must be trained to access the database to avoid access issues.

Dan Rosenthal agreed to contact Heidi Ferguson and the motion was passed.

The proposed project, monthly and annual charges for development and maintenance of the ADS Website as provided by The Barry Group, LLC, as attached, was reviewed. It was noted that the proposed costs are reasonable.

Following this meeting, the committee noted that an item of business had been overlooked. As the full committee was present in person, Daniel Rosenthal made the following motion that was seconded and approved:

That the proposed project, monthly and annual charges for development and maintenance of the ADS Website as provided by The Barry Group, LLC be approved.

4. Status of United States Equestrian Association Trust, Inc. (the “Trust”) Grant (the “Grant”).

Natasha Grigg reported on the status of the Grant. She reminded the Committee that John Freiburger applied for the Grant in the name of the ADS to benefit The Friends of the Forest Preserve in Illinois and that, although a portion of the Grant was made, the project has been inactive since 2013.

She reported that the ADS is in receipt of: (i) a contract executed by Mr. Freiburger stipulating that the full funding of the Grant would be spent by July 2015, and (ii) a letter from Scott Sloan on behalf of the Trust, dated October 19, 2016, to Mr. Freiburger

confirming that the ADS had withdrawn as a conduit for this grant, the further use or application of these funds has been terminated and that the remainder of the Grant will not be distributed. She advised the Committee that Mr. Alan Balch, Chairman of the Trust, is in full agreement with this resolution.

The following motion was made by Daniel Rosenthal:

That all of the actions taken by Natasha Grigg on behalf of the ADS to effectuate the withdrawal of the ADS as a conduit for the application of the Grant and the termination of further use or application of the Grant funds are acknowledged, authorized and approved and President Arnold is authorized and directed to formalize the understanding in a letter to be delivered to the Trust, a form of which is attached hereto.

Upon being seconded, the motion was approved.

5. Accounting Procedures for Regional Directors.

Stacy Carlson explained to the Executive Committee that the Regional Directors receive \$1,500 to be used for regional activities. She suggested that the current procedure of distributing the funds (by depositing them in a Wells Fargo Bank account in each region) should be changed. She explained that the accounts are not always convenient for the Regional Directors, are hard to track for accounting purposes and expensive because unnecessary account charges and fees are incurred. Following some discussion, Daniel Rosenthal made the following motion:

That the current procedure for funding the Regional Directors be abandoned and that the same amount of funding (\$1,500 per region) be deposited into the ADS checking account to be disbursed upon receipt of a request for funds by a Regional Director to the Office.

It was agreed that specific details including the form of request for disbursement will be formalized by Stacy Carlton who will communicate the procedure change to each Regional Director.

After being seconded, the motion was approved.

6. Statutory Requirements for Notice of Address Change.

Margaret Grillet reported that a filing must be made to the New York State Department of State to report the change of office address for purposes of service of process. She made the following motion that was seconded and approved:

That Margaret Grillet, Secretary of the ADS, is authorized to execute and cause the Certificate of Change of Office Address to be filed with the New York State Department of State.

It was also confirmed that Perlman & Perlman will make the required address change notifications with the charitable registration renewals.

7. Status of Annual Appeal.

It was noted that the 2016 Annual Appeal letters have been mailed and the link to the website has been successfully installed. Approximately \$10,000 has been received to date.

8. Rule Book Printing.

Michael Arnold reported that there are two versions of the rule book, a full version that includes the FEI rules and an abridged version. It was agreed that one version will be printed and that both be maintained electronically.

Dan Rosenthal moved that:

The full version of the rule book be printed.

The motion was seconded and passed.

There being no further business, the meeting was adjourned at 1:47 p.m. Eastern Time.

Respectfully Submitted,

Margaret Grillet, Secretary