

THE AMERICAN DRIVING SOCIETY, INC.

EXECUTIVE COMMITTEE MEETING

April 19, 2017

8:00 p.m. ET

The Executive Committee of The American Driving Society, Inc. (“ADS”) held a meeting via WebEx on April 19, 2017. The meeting 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 8:10 p.m. Eastern Time by the President. Margaret Grillet, Secretary, called the roll and confirmed that a quorum of members of the Executive Committee was present via telephone. Stacy Carlson, Operations Manager, Louise Rothery, Executive Director and Abbie Trexler, editor of *The Whip* and *The Wheelhorse*, were in attendance as well as all of the following Executive Committee members:

Michael Arnold
Daniel Rosenthal
Joshua Rector
Margaret Grillet
Elaine Kendig
Natasha Grigg
Ruth Graves

1. Approval of Minutes of Meetings held March 19, 2017.

The President reported that minutes of the Executive Committee meeting held on March 19, 2017 were distributed to the members for review and comment and asked for any corrections or additions. As there were no corrections or additions to the minutes they were approved as distributed.

2. Status of USEF Relationship.

Michael Arnold asked Nataha Grigg to give the update on the USEF relationship. Natasha reported that she, Michael Arnold, Dan Rosenthal and Margaret Grillet met with Peter Alkalay at his offices to review and negotiate the agreement before a second meeting with the USEF representatives, William Moroney, CEO, and Counsel Sonja Keating where Dan was not present. The meetings were productive and she believes that USEF representatives will do their best to agree to acceptable terms. A final agreement to be presented to the USEF and ADS Boards of Directors is expected in two weeks.

3. Advertising Statistics Report.

Abbie Trexler presented a report on the publications she edits for the ADS, *The Whip*, and *The Wheelhorse*. The advertising revenue has increased by 100% and she is continuing to work to change the advertising culture to increase this revenue. She reported that there has been positive feedback to the updated content of *The Whip* and the format of *The Wheelhorse*. Banner advertisements now appear on the website, creating a revenue source that is expected to grow.

The committee thanked Abbie for her work and success with these publications.

4. Status of ADS Bylaws with changes to conform to New York Law.

Elaine Kendig reported that the Governance and Bylaws Committee has reviewed the work done by Mary Anne Cody, Esq., the New York Attorney retained to provide advice on this project. When finalized, the bylaws will be distributed to the Executive Committee in two parts. The first part will be the bylaws with the mandatory changes to conform to the current New York Law. These bylaws will then be presented to the Board of Directors for approval. The second part will be a series of optional provisions to be voted on individually by the Board of Directors. These optional provisions are being presented to improve the governance of the ADS.

Once the bylaws are approved and updated, then the restructuring project will be addressed. It is anticipated that Ms. Cody's advice will be used to develop the restructuring plan.

President Arnold thanked Elaine for her many hours of hard work on the bylaws.

5. Executive Director Report.

Louise Rothery, the Executive Director, summarized her monthly report that was distributed to the committee prior to the meeting. She reported that she has been working on updating all of the ADS forms so that they are all in a fillable pdf format on the website. At Ruthie's request, Louise agreed to coordinate the updating of the licensed official forms in the same manner.

The proposed travel to visit several ADS shows this summer by Louise to represent the ADS in person was discussed. The following motion made by Joshua Rector was seconded and passed:

That the proposed airfare, rental car, mileage and hotel costs for Louise Rothery to travel to the Walnut Hill Pleasure Driving Show in Pittsford New York, the GMHA event in

Vermont and the Equestrians Institute CDE and advanced DT in Seattle Washington are approved.

6. Old Business.

Joshua Rector and Daniel Rosenthal reported that the transfer of all of the ADS funds currently in an investment account at Morgan Stanley to the de Burlo Group, Inc., located in Boston, Massachusetts, is underway and that the de Burlo Group has acknowledged receipt of the authorization to process the transfer.

Margaret Grillet reported that she is working on several projects to streamline the ADS business. A review of the states where ADS is qualified has been done and the qualifications will be maintained in the required jurisdictions only. She is working with Louise to coordinate the charitable registration filings and with Stacy to hire the part time employee to assist in the office.

7. Executive Session.

The committee adjourned into Executive Session to consider the renewal of Abbie Trexler's contracts.

There being no further business, the meeting was adjourned at 9:48 p.m.

Respectfully Submitted,

Margaret Grillet, Secretary