

THE AMERICAN DRIVING SOCIETY, INC.
BOARD OF DIRECTORS ANNUAL MEETING

September 25, 2016

The Board of Directors of The American Driving Society, Inc. (“ADS”) held a meeting on September 25, 2016 near Southern Pines, South Carolina that was called by the President, Mike Arnold at 8:30 a.m. Eastern Time. Proper notice was provided in accordance with Article V. Section 4 of the ADS Bylaws.

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

Mike Arnold
Daniel M. Rosenthal
Margaret Grillet
Bill Lawson
Marc Johnson
Tracey Morgan
Esther (Boots) Wright
Elaine Kendig
Ruthie Graves
Jeffrey Morse
Heidi Ferguson
Linda Yutzy
Leona Anatasi
Francine M. Arrington
Keith Yutzy
Veronica Campbell
Lynn Palmer
Diane Koopman
Audrey Bostwick
MaryAnne Boyden

Honorary Directors Natasha Grigg, Holly Pulsifer, Kelly Valdes and Ann Pringle were present, as well as staff members Stacy Carlson and Louise Rothery.

1. Approval of the Board of Directors Meeting Minutes (September 27, 2015).

The President noted that minutes of the Board of Directors annual meeting held on September 27, 2015 had been posted on the ADS website and distributed for review. He and asked if there were any corrections or additions. As there were no corrections or additions the minutes were approved.

2. Introduction of Consulting Executive Director and Editor of *The Whip*.

President Arnold introduced and welcomed Louise Rothery as the new ADS Consulting Executive Director and Abbie Trexler as the Editor and Advertising Manager of *The Whip*. The Executive Director's Report was distributed and is attached.

The Board is looking forward to working with both Louise and Abbie and welcomes them to ADS.

3. Ratification of appointment of Regional Director and Secretary.

Lynne Palmer moved that:

The appointment of Keith Yutzky as the Southwest Regional Director and Margaret Grillet as the Secretary/Director by the Executive Committee to fill vacancies in those positions for the balance of the current term be ratified and approved.

The motion was duly seconded and unanimously approved.

4. Treasurer's Report.

The detailed written Treasurer's report was distributed prior to the meeting for review, and is attached. Treasurer, Bill Lawson made a brief summary of the report for those present and noted that ongoing membership decline is a serious budget issue.

He commented on the financials that are as of August 31, 2016, and pointed out that they do not show the expenses incurred in connection with the Annual Meeting events and that donations for ADS operations are below budget. He said that in the future, fundraising should begin earlier in the year to better meet the needs of ADS. A copy of the financial report as of August 31, 2016 is available upon request.

On a positive note, the generosity of the sponsors of this Annual Meeting is remarkable at about \$10,000. The vendors were an asset to the events, as well. All agreed that the hosts, sponsors, vendors and volunteers were spectacular this year and have our appreciation and thanks.

Kelly Valdes reported that the meeting expenses are as budgeted and she expects there will be no added expense incurred for ADS.

MaryAnne Boyden made the following motion that was seconded, **applauded** and unanimously approved:

The Board is grateful and our appreciation goes to Claire Reid, Kelly Valdes and the Moore County Driving Club for doing an outstanding job of organizing the 2016 Annual Meeting and all of the events associated with it.

Holly Pulsifer reminded all present that this is Bill Lawson's final Treasurer's Report because his term ends this year. All those present the meeting joined Holly in thanking Bill for his eleven years of dedicated work for the ADS.

5. **2017 North American Championship Criteria ("Criteria")**.

President Arnold explained that a previous version of the Criteria had been approved by the Executive Committee, but that because additional changes were made since that approval, it is being presented in its entirety to the Board for consideration.

Marc Johnson, Chair of the CDE Committee, presented the final version of the Criteria and discussed the changes in detail. It was agreed that the Criteria be made easily available to competitors and could be published in different forms including on the website and in the Omnibus.

After a detailed discussion, the following motion was duly made by Marc Johnson, seconded and passed:

That the 2017 North American Championship Criteria be approved.

6. **Committee Reports**.

The 2016 committee reports were distributed and presented at the Member's Meeting, but some additional comments were made at this meeting:

Combined Driving- Marc Johnson noted that the Criteria needs to be promoted to the membership and suggested that a page in the Omnibus would be appropriate.

Pleasure Driving- no additional comments

Dressage- no additional comments

Recreation- Chair, Heidi Ferguson will be adding the Recreational Driving Handbook to the ADS website.

Event Standards- Boots Wright reported that the committee worked on drafting the Criteria and rule change proposals for an accident preparedness plan and condensed version of the vaccination requirements.

Licensed Officials- Ruthie Graves submitted a written report for board approval. She has proposed language changes the rules to encourage people to become learners and to encourage existing officials to move up.

Ruthie then explained that a number of officials were unable to attend the required Super Clinic this year and were granted extensions to 2017. Accordingly, she is requesting funding to organize a 2017 Super Clinic. A detailed discussion regarding the costs, location and expected participation ensued.

Boots Wright made the following motion that was duly seconded and unanimously approved:

That a new special committee be appointed to examine the change process for Licensed Official Committee sections of the rules and other policy and criteria changes.

Ruthie Graves then made the following motion that was duly seconded and approved:

That a line item be added to the budget for two Licensed Official Committee clinics in 2017 for the total amount of \$3,900.

Education – no additional comments

Rules- no additional comments

Development – Kelly Valdes reported that the fundraising letter will be going out soon and will be followed by personal phone calls. Those interested in participating in the effort should contact Kelly.

Bylaw & Governance – Elaine Kendig asked everyone to review the website to update the committee descriptions.

President Arnold suggested that going forward, Committee Chairs include for the upcoming year in their annual meeting reports.

7. **ADS Proposal for Drivers with Disabilities.**

Linda Yutzy presented the Proposal for Drivers with Disabilities (“Proposal”) for consideration. Copies of the Proposal were distributed for review and discussion.

After a detailed discussion, the following motion was made by Mike Lyon, duly seconded, and unanimously approved:

That the Proposal for Drivers with Disabilities, as revised, be inserted to the rule change process for inclusion in the 2017 rule book.

8. **Removal of Non-Applicable FEI Sections from ADS Rule Book.**

Linda Yutzy, Chair of the Rules Committee, summarized the work done on the removal of non-applicable FEI Sections. She reported that the final version will not be ready for the 2017 rule book, but is well underway. She agreed to send a version of the rules to Marc Johnson so that the Combined Driving Committee can comment and make edits to those rules.

9. **Dates of the 2017 Board Meetings.**

President Arnold suggested the possibility of having the January board meeting in conjunction with the USEF meeting scheduled for January 11-14, 2017 in Lexington, Kentucky. It was noted that the meeting date should not be in conflict with any competition dates. After a detailed discussion, the following motion was made by MaryAnne Boyden, seconded and unanimously passed:

So long as the ADS/USEF Affiliation Agreement is under consideration, the ADS Board meeting will be held in conjunction with the USEF meeting currently scheduled on January 11-14, 2017 in Kentucky.

10. **Location of the 2017 Annual Members Meeting.**

Mike Lyon reported that the National Drive has agreed to host the 2017 Annual Members Meeting on October 10-14, 2017 in Lexington, Kentucky. He added that the cost of the meeting and events, outside of the cost for the ADS dinner, would be absorbed by the National Drive.

Linda Yutzy made the following motion that was duly seconded and unanimously approved:

That the 2017 ADS Annual Members Meeting be held in conjunction with the National Drive on October 10-14, 2017 in Lexington, Kentucky.

President Arnold noted that a committee needs to be formed to follow up on the details and to present them to the Board.

11. ADS Board Reorganization.

Jeff Morse submitted the following motion for consideration by the Board:

That the Board appoint a special committee to develop a plan to transition to a reorganized Board and Committee structure, as suggested by the Reorganization Committee. The Special Committee will provide a written transition plan for the Board's consideration no later than ten (10) days prior to the 2017 ADS winter meeting. At a minimum, the plan will identify enabling tasks, responsibilities, time lines and financial requirements, including potential amendments to the current Bylaws and Policies & Procedures.

After a detailed discussion, the motion was duly seconded and passed.

Francine Arrington then made the following motion:

That Pat Cheatham be named Chair of the Special Committee to develop a transition plan to reorganize the ADS Board and Committees.

After being seconded, the above motion was passed.

12. ADS/USEF Relationship.

Tracey Morgan made the following motion that was duly seconded for consideration by the Board:

That the Board support version 5 of the Proposal as distributed at the September 2016 Annual Member's Meeting.

President Arnold reviewed the terms of the ADS/USEF Affiliate Agreement Proposal ("Proposal") in detail. After a lengthy discussion, edits were made to the Proposal so that the current proposal is now "version 6".

The Board agreed to update the original motion as follows and after discussion the motion was passed:

That the Board support version 6 of the Proposal as distributed at the September 2016 Annual Member's Meeting.

Additional discussion followed whereby it was noted that the agreement made with USEF needs to be consistent with the elements in "version 6 of the proposal". Natasha Grigg suggested that a third person, Margaret Grillet, be added to the negotiating team.

The following motion was made by Tracy Morgan, duly seconded and passed:

That the Board authorize and empower Mike Arnold, Natasha Grigg and Margaret Grillet to negotiate and enter into an agreement with USEF for a new USEF Affiliate Agreement with ADS.

The current version of the Proposal is available on the ADS Website under the “ADS Matters” link.

13. Renaming ADS Rulebook.

Ann Pringle made the following motion:

That the Document known as the ADS Rule book be renamed to be called the ADS Handbook.

After being seconded, the motion was discussed, and did not pass.

14. Flea Market Table.

It was reported that the Flea Market Table that was set up in the vendor area during the Annual Meeting Events, made \$675.

As there was no further business, the meeting was adjourned at 1:43 p.m. Eastern Time.

Respectfully Submitted,

Margaret Grillet, Acting Secretary