

AMERICAN DRIVING SOCIETY  
2009 ADS BOARD OF DIRECTORS MEETING  
MORVEN PARK, LEESBURG, VIRGINIA  
AUGUST 9, 2009

President Keathley called the meeting of the Board of Directors of the American Driving Society to order at 9:00 AM.

Attendance was called by Secretary Ann Davis and the following members were in attendance: Jim Keathley, Ann Davis, Bill Lawson, Mary Jo Stockman, Boots Wright, Dana Bright, Paige Horine, Jeff Morse, Simon Rosenman, David Sadler, John Freiburger, Ruth Graves, Merridy Hance, Mike Lyon, Alicia Pierce, Lyle Peterson, Melissa Boyd and Audrey Bostwick. The Secretary reported that there was the required one-third quorum.

**Approval of the January, 2009 Board of Directors Minutes**

*Mike Lyon moved that the Board approve the minutes of the January 18, 2009 Board of Directors meeting. The motion passed without dissent.*

**President's Report**

President Keathley reported that he has nothing to add to the report he gave at the Members Meeting on August 8.

**Executive Director's Report**

Susie Acker Koos stated that she had given her report the previous day at the Members Meeting but wanted to add information on the office "White Board" that she uses to keep office work and projects on target. Simon Rosenman suggested that she put on the form an estimate of when a project would be complete. It was also suggested that information on when the project went up on the board and when it was finished be added.

**Treasurer's Report**

Treasurer Bill Lawson stated that he had given a comprehensive report at the Members Meeting but wanted to give a summary here. He stated that in 2008 the ADS was slightly in the black (without revenue from the ADS Fund) and in 2009, six months into the year, the ADS was \$9000 in the red. The reasons for the loss were: 1. Loss of advertising; 2. Membership down; and 3. The change to a rolling membership with some funds to be accounted for in 2010 rather than 2009.

**Committee Report:** all committee chairs stated that verbal reports and/ or written reports were made at the Members Meeting, and that only additional information or motions would be made in the committee's report at the Board of Directors meeting.

Combined Driving

***Merridy Hance made this motion:***

*Whereas the Combined Driving committee wishes to support and encourage driver proficiency and growth in participation*

*Whereas the Combined Driving Committee wishes to encourage development of skills and recognition thereof*

*Therefore be it moved that the ADS support and approve the institution of North American Championships according to the attached Proposal for ADS Championships for the Intermediate Level (see attachmentBA). Mike Lyon seconded the motion.*

*After a discussion, the motion carried with one opposition vote by Dave Sadler.  
(See attachment B)*

*Boots Wright pointed out that this motion is in conflict with the ADS rules. Boots Wright moved that the Board delete the event standards rule chapter 24, Article 128, #3 disallowing year-end awards. Mary Jo Stockman seconded the motion. After a discussion, the motion carried. In opposition were Bill Lawson, Alicia Pierce, Dave Sadler, and Audrey Bostwick.*

#### Point of Order

In voting on the motion, Bill Lawson made a Point of Order requesting that the President rule on a point of procedure. The ADS By-Laws do not allow a vote by proxy, nor does, in his opinion, New York law allow them at board meetings. The President asked guidance from the Board of Directors' "unofficial" parliamentarian Lyle Peterson. He stated that it was his opinion that proxies could be allowed and the Board has operated under that standard in the past.

*President Jim Keathley ruled that the ADS Board of Directors would accept use of proxies.*

*Bill Lawson moved to appeal the President's ruling that proxies could be used at ADS Board of Directors meetings. A vote was taken with this results: Davis, no; Lawson, yes; Stockman, yes, Wright, no; Bright, no; Horine, yes; Morse, yes, Rosenman, yes, Sadler, no; Frieburger, yes; Graves, yes; Hance, no; Lyon, no; Pierce, yes; Peterson, no; Boyd, yes. The results were yes nine and no seven. The appeal of the President's ruling carried and the Board will not allow proxy votes.*

#### Pleasure Driving

Jeff Morse stated that a protocol on loose horses has been sent to the USEF.

#### Licensed Officials

*Chair Dana Bright made this motion:*

*Whereas the LOC wishes to determine its financial impact on the ADS annual budget, the LOC income and expenses be identified to make possible the determination of the adequacy of LOC fees in relation to the costs imposed on the ADS by LOC operations. Ruth Graves seconded the motion. After a discussion, the motion carried without dissent.*

*John Frieburger made the motion that no official shall be given a guest card for solely economic reasons, to be effective immediately. Boots Wright seconded it. In the discussion it was specified that the effect of this was to change Chapter 25, Article 133. 4d The motion passed without dissent.*

#### Marketing

Chair Paige Horine discussed the pending arrangements with Accor and US Rider that would be a new member benefit. Chair Horine moved to accept an agreement with US Rider and with Accor. Mike Lyon seconded the motion. In the discussion Horine clarified that it would be non-exclusive. The motion passed with no dissent.

## **Webinar Demonstration**

Executive Director Susie Acker Koos stated that the ADS will hold its Wednesday, October 28 (5:00 PM PDT) Board of Directors meeting electronically using the Webinar program. She spent time explaining the process and the steps to participate in the Board meeting. The Board agreed to a practice session on October 21 (5:00 PM PDT).

## **Old Business**

### Ratification of Executive Committee Vote

President Keathley clarified again that though the Executive Committee does have the right granted by the ADS By-Laws to make decisions as a body, the current Executive Committee is very careful in making major decisions. Because of the urgency of time, the Executive Committee did vote upon a major issue, but only after soliciting input from other Board members and with the commitment to get ratification at the next Board meeting. ***Therefore, Keathley asked that this rule change be ratified:***

#### *Article 945 Penalties on Marathon*

##### *1. Whips*

*1.1 Whips if carried can only be used by the Competitor (Driver). Failure to comply with incurs 20 penalties.*

*At ADS recognized events, driving the marathon without a whip in hand will incur 20 penalties. Inadvertently dropping the whip will not incur any penalties, provided it is retrieved or replaced prior to passing the next Compulsory Turning Flag on Course.*

***After discussion, the ratification passed with no dissent.***

### WEG Status: Shuttle Service from Gayla Driving Center

Debbie Banfield of the Gayla Driving Center gave a short update of the Center's efforts to accommodate ADS members attending the WEG. They are creating 30 spaces for camping with electrical outlets. Further they will allow parking and camping, without electricity in an open field. Further, they will set up a trailer with bathrooms and showers. She gave all Board members an application form and encouraged any wanting camping to apply ASAP as spots are filling.

President Keathley will ask the new ADS Ad Hoc WEG committee to make any further arrangements.

### Marketing Committee to Conduct Breeds Driving Forum at USEF January meeting

***Chair Horine moved to appoint an ad hoc committee to create a presentation for the USEF / ADS meeting in January 2010.***

President Keathley stated that there was no need for a vote as the President has already appointed this committee. Jeff Morse will be the chair with representatives from the Marketing Committee, the Pleasure Driving Committee, the Combined Driving Committee, the Recreational Committee, and the Education Committee. ***Paige Horine withdrew her motion.***

All Non-ADS Affiliate Driving Clubs to be Contacted (Regional Directors)

Chair of the Regional Representatives John Frieburger summarized the efforts of Regional Directors to contact non-renewed ADS members. Different regions have had more success than others.

By Law/Policy and procedure Change For Electronic Meetings

**Chair of the Governance Committee Mary Jo Stockman moved to amend the By Laws Article V, Section 4, second full sentence to read:**

*Meetings of the Board shall be held at the places within or without the state of New York or by electronic means that allow members of the Board to hear other members of the Board speak, to engage in the discussion and vote.*

**Bill Lawson seconded the motion. After discussion, the motion passed without dissent.**

**NEW BUSINESS**

Appointment

**Ann Davis made a motion to appoint Susan Koso as a Director at Large. Mike Lyon seconded the motion.**

**Bill Lawson raised a Point of Order that the bylaws do not permit the Board to do this.** In the discussion, there was disagreement as to what is a vacancy. The By-Laws allow for the Board to “fill any position on the Board which becomes vacant...” The disagreement was over interpretation, whether there is a vacancy when the number of Board members is below the maximum 35 or whether it is a position that was vacated by a sitting Board member. Without resolution of the disagreement, **the Board allowed Ann Davis to withdraw the motion.**

**Boots Wright moved to amend the by-laws, Article V, Section 2.f, to allow the President to appoint a Director At Large up to the maximum thirty five members, with consent of the Board of Directors. John Frieburger seconded the motion. After a discussion, the motion carried. Those opposed were Mary Jo Stockman, Audrey Bostwick, Bill Lawson, and Paige Horine.**

**Ann Davis made a motion again to appoint Susan Koso as a Director at Large. Mike Lyon seconded the motion. After a discussion, the motion carried. There were three abstentions: Bill Lawson, Audrey Bostwick, and Mary Jo Stockman.**

**Ann Davis made a motion to appoint Dana Bright, Mary Jo Stockman, Susan Koso and Tom Knicker to be members of the Executive Committee. Mike Lyon seconded the motion.**

**Bill Lawson raised a Point of Order that the bylaws do not permit the Board to do this.** The discussion focused on a disagreement as to whether the Board of Directors can elect members in a non-even numbered calendar year as stated in Article VII of the By-Laws. Without resolution of the disagreement, **the Board allowed Ann Davis to withdraw the motion.**

**Boots Wright made a motion to amend the By-Laws, Section VII, so that members may be appointed to the Executive Committee at any time with the consent of the Board of Directors. After a**

*discussion, the motion carried. Those opposed were: Bill Lawson, Audrey Bostwick, and Mary Jo Stockman.*

*Ann Davis made a motion again to appoint Dana Bright, Mary Jo Stockman, Susan Koso and Tom Knicker to be members of the Executive Committee. Mike Lyon seconded the motion. After a discussion, the motion passed. There were five abstentions: Bill Lawson, Melissa Boyd, Audrey Bostwick, Mary Jo Stockman, and Dana Bright.*

#### WEG Motion

*John Frieburger made the motion below, with a second by Ruth Graves:*

*Whereas the 2010 Alltech World Equestrian Games (WEG) provides the first driving world championship to be held in North America in more than two decades and,*

*Whereas the WEG provides the opportunity for equestrians of all disciplines to learn of the Sport of Driving and to join the American Driving Society (ADS) and,*

*Whereas the purpose of the ADS is, among others, to "promote the best interests of the sport of driving..." and to "create and maintain public interest in national and international driving events" and to "educate and inform the public with respect to driving methods, safety and events" and,*

*Whereas the foundation of ADS's 501c(3) status as a charitable organization is "to foster national and international amateur competition in the sport of carriage driving" and to educate the public on driving,*

*I move that the ADS establish and fund an official presence, in the form of a "booth" manned during WEG operating hours by ADS representatives, at the 2010 Alltech World Equestrian Games at the Kentucky Horse Park, Lexington, Kentucky from 25 September until 10 October, 2010 in order to:*

- \* Educate and inform WEG attendees about the sport of driving,*
- \* Gain new ADS members and renew lapsed memberships,*
- \* Provide a visible symbol of the ADS in which its members can take pride and receive support while attending the WEG,*
- \* Provide tangible evidence of cooperation between the ADS and its counterpart organizations (USEF, USDFD, CAA, National Drive and local driving clubs),*
- \* Sell ADS branded merchandise,*
- \* Leave WEG attendees with the perception that:
  - \* Driving is a viable equestrian activity*
  - \* They know whom to contact to learn more about driving*
  - \* Drivers are a great group of equestrians**

*The ADS is a very helpful, friendly organization*

*Further, the ADS shall establish an Ad Hoc Committee to organize, fund and achieve the objectives of the motion.*

*After a discussion, the motion carried. There was no dissent.*

President Keathley announced that John Frieburger and Jack Goodman would co-chair the Ad Hoc Committee.

Discount Memberships as Christmas Presents

*Ann Davis moved that a Christmas gift membership be offered for ADS members to give as gifts to non-members at a cost of \$50. Alicia Pierce seconded the motion. After discussion, the motion carried. There was no dissent.*

Rulebook on Public Web Site

*Dave Sadler moved to put the ADS rules on the open web site. Audrey Bostwick seconded the motion. After discussion, the motion carried with no dissent.*

Motion to amend Article V Section 2 of the Bylaws

*Mary Jo Stockman made a motion to amend the By Laws to include the following, with a second by Alicia Pierce:*

*Article V Directors*

*Section I*

*(d) Resignation of Board Members. Any Officer or Director may resign from the Board of Directors by written notice, delivered by first class mail to the Society's Office. The resignation shall be effective upon receipt. In the event of long term or permanent disability, the spouse or guardian of the Officer or Director may resign on the Officer or Director's behalf.*

*An Officer or Director who fails to participate in any Board of Director or Committee meetings, without notice, in any 360 day period shall be deemed to have resigned."*

*In the discussion there was agreement that the motion needed amending. Bill Lawson moved to amend the motion to include the deleting of Article V, Section 2.e, and was seconded by Alicia Pierce. After a discussion, the vote carried without dissent.*

*The amended motion was then voted upon and carried without dissent.*

By Law Housekeeping Matters

Chair of the Governance Committee Mary Jo Stockman stated that the following amendments, that have no or minimal substantive effect, should be made in the interest of good governance. **Chair Stockman moved that these three amendments be made, and was seconded by John Frieburger:**

**CORPORATE ~~ION~~ BYLAWS**

(as ~~approved~~ **adopted** by the Board of Directors ~~on July 13, 2008~~ **October 2, 2005**

**Amended August 9, 2009**

*[1. Change Corporation to Corporate. - The society is a corporation, but these are the Corporate Bylaws.*

*2. Strike "as approved" – insert "adopted" –*

*3. Strike "on July 13, 2008" replace by the date the totally rewritten Bylaws were adopted October 2, 2005*

*4. Add "Amended July 13, 2008" - this gives the date of the last "individual" change(s) Note: If these changes/corrections are adopted the amended date will automatically become the date the amendments were adopted.]*

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## ARTICLE I: OFFICES

**Section 1 Registered Office.** *The registered office shall be in the location provided by the Secretary to the Department of State of the State of New York from time to time, with the authorization of the Board of Directors.*

*[Restructure wording to make less awkward.] Amend to read: The registered office shall be at the location authorized by the Board of Directors. The location of the Registered Office shall be reported to the Department of State of the State of New York by the Corporate Secretary whenever the location is changed.]*

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**Section 2 President.** *The President is the Chief Executive Officer of The American Driving Society, Inc. and a member and presiding officer of the Executive Committee of the Board of Directors and Board of Directors.*

*Duties of the President*

*The President shall:*

- a) ~~shall~~ *preside at all meetings of the membership, the Executive Committee of the Board of Directors and the Board of Directors; [Strike the word "shall" it is redundant]*
- d) *together* with the Secretary, set and/or approve the agenda of any membership, Executive Committee of the Board of Directors or Board of Directors meeting; *[add the word "together which was erroneously left out]*

***After discussion, the motion passed without dissent.***

### Amendment to Policies and Procedures

Chair Stockman made these points. The ADS has received a number of requests to use ADS rules for non-recognized competitions. Primarily these come from breed and foreign equestrian organizations. The Executive Committee has determined that because the rules are widely available it is necessary to develop a policy for their use that credits the source, keeps them current, and encourages the use of trained ADS officials. To that end, the Chairman of the Governance and Bylaws Committee recommends adoption of the following: ***Chair Stockman made a motion to make this amendment and Bill Lawson seconded it.***

## *Article XI Rules*

### *Section B Use by other organizations*

*In order to foster goodwill between equestrian organizations, promote the sport of driving and encourage the safe conduct of the sport, the ADS will, under the circumstances listed below, permit the use of the ADS rules as provided in the Rulebook by other organizations.*

#### ***1.WHO MAY REQUEST***

*The President or Chief Executive Officer of any US based breed organization or Organizer of an equestrian event that includes driving; or a foreign national driving organization may request permission to adopt the ADS Rulebook. Such a request is not required from publishers of other existing Rulebooks sharing a reciprocal rights with ADS to cooperate on and share similar wording to individual articles in the interest of developing a common competition language.*

## **2.FORM OF REQUEST**

*The request must be in writing and shall include:*

*a. The name of the requesting organization*

*b. The address of the requestor*

*c. The following: “The American Driving Society, Inc (ADS) grants to \_\_\_\_\_ (requestor) a limited license for the use of its Rules. The Requestor agrees that it is solely responsible for the application of the rules and understands that the rules, by themselves, are not a replacement for ADS officials who undergo extensive training in the application of the rules, as safety and emergency procedures. The requester accepts all liability.*

*The requester agrees to print the following statement on the front of all printed and electronic versions of the rules, or any part thereof, which the borrower creates by any means:*

*“The Carriage Driving rules are made available through the courtesy of the American Driving Society, Inc. which has developed and promulgated rules for the sport of driving since its inception in 1975.”*

*Further, requester agrees to footnote all changes requester may make as follows:*

*“(Insert Name of Organization) as amended the American Driving Society, Inc.’s Rules as follows: (insert change of wording and date of change).”*

*Requester agrees to keep the rules current with the change provided on the American Driving Society, Inc’s website and to make the changes to its own version of the rules in timely manner.*

*d. The agreement shall be signed, dated and include the printed name and title of the person executing the agreement.*

***After discussion, the motion passed without dissent.***

The Governance Committee continues to work on the policies and procedures for the standing committees. This committee appreciates the committee chairs’ cooperation.

Motion to amend Article V Section 4 of the Bylaws

***Mary Jo Stockman made a motion to further amend (see Article V Section 4 motion under Old Business) Article V Section 4 to read as follows (with the earlier carried motion incorporated in the language). John Frieburger seconded the motion.***

*Meetings of the Board. An annual meeting of the Board of Directors shall be held in each year directly after the annual meeting of members. The Board shall fix the times of regular meetings of the Board. Special meetings of the Board may be held at any time whenever called by the President, Vice\_President or any two directors or as otherwise determined by the Board. Meetings of the Board shall be held at the places within or without the state of New York or by electronic means that allow members of the Board to hear other members of the Board speak, to engage in the discussion and vote. ~~Meetings of the Board shall be held at the places within or without the State of New York as shall be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings. If no place is fixed, meetings of the Board shall be held at the principal office of the Corporation. ~~No notice need be given of annual or regular meetings of the Board.~~ The Secretary shall send notice of~~*



annual and regular meetings by email, if an email address is on file, or by first class United States mail to each director. Such notice shall be sent no less than ninety (90) days prior to the meeting and contain the dates and location of the meeting, lodging arrangements, scheduled meals (including costs), registration fees and any other costs required to attend the meeting. If any information is not available at the time of the notice, it shall be stated therein with the anticipated date when it will be available. Notice of each special meeting of the Board shall be given to each director either by mail not later than noon, New York time, on the third day prior to the meeting, by written message or orally to the director not later than noon, New York time, on the day prior to the meeting. Notices shall be deemed to have been given by mail when deposited in the United States mail and by messenger at the time of delivery by the messenger. Notices by mail or messenger shall be sent to each director at the address designated by the director for that purpose, or, if none has been so designated, at the director's last known residence or business address. In addition, in the event the director has filed an e\_mail address with the Society, the notice shall be sent to the director's designated e\_mail address no later than noon, New York time, on the third day prior to the meeting. A notice or waiver of notice need not specify the purpose of any meeting of the Board. Notice of a meeting of the Board need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment a meeting to another time or place shall be given in the manner described above to the directors who were not present at the time of the adjournment and, unless the time and place are announced at the meeting, to the other directors.

*Strikethrough text shall be deleted.  
Underline text shall be added.*

***After discussion the motion carried without dissent.***

Motion on ADS Move

***Ann Davis made a motion that the ADS Board of Directors consider moving its offices to the Kentucky Horse Park before the end of 2010. This move shall be paid for with funds to be raised for this purpose. No legal agreement will be entered into without the approval of the Board of Directors.***

***Susan Koso seconded the motion.***

***Bill Lawson made a motion to amend the motion to delete "before the end of 2010" and give no timeline. John Frieburger seconded the motion. After a discussion, the amendment carried.***

***The amended motion was then voted upon and carried. Opposed were: Jeff Morse, Mary Jo Stockman, Audrey Bostwick, and Bill Lawson.***

Motion by Dave Sadler

***Dave Sadler made the following motion with a second by Merridy Hance.***

*Whereas members of the Board of Directors contribute their time as well as expenses of traveling to and from meetings.*

*Whereas it is in the best interest of the Society to obtain and keep responsible people in all positions.*

*Whereas it is hoped that members of all means may serve on the Board.*

*Therefore it is moved that the board members serve without paying for registration fees or working means.*

*After a discussion, a vote on the motion failed.*

**2010 Winter Meeting With USEF in Louisville, Kentucky, January 13-17, 2010**

President Keathley led a brief discussion on the January 2010 ADS Board meeting.

**Adjournment**

*With no further business, John Frieburger moved that the meeting be adjourned and the motion carried.* The meeting was adjourned at 1:30 PM EDT.

**Submitted by: Ann Davis, ADS Board of Directors Secretary**