

**THE AMERICAN DRIVING SOCIETY, INC.
BOARD OF DIRECTORS MEETING
FEBRUARY 28, 2013 – WEIRSDALE, FL 32195**

President Freiburger called the meeting of The American Driving Society, Inc. Board of Directors meeting to order at 1:00PM EST.

Roll Call

The roll call was taken:

Voting Members Present: John Freiburger, Bill Lawson, Ann Davis, Dave Sadler, Veronica Campbell, Nicole Cable, Karen Garrett, Lori Hanes, Dana Bright, Boots Wright, Jeff Morse, Merridy Hance, Amanda Horton, Tracey Morgan, Myrna Rhinehart, Mike Arnold, Diane Koopman, Elaine Kendig, Keith Yutzy, Mary Anne Boyden, Wendy Ying, and Audrey Bostwick. Also present were Executive Director Susie Koos-Acker and Honorary Directors Holly Pulsifer and Susan Koso.

Secretary Davis announced that there were 22 voting directors present, sufficient for a quorum.

Approval of the Board of Director minutes:

President Freiburger asked three times if there were any corrections or additions to the October 25, 2012 minutes. ***Hearing none, the President declared that these minutes were approved with unanimous consent.***

President Freiburger asked three times if there were any corrections or additions to the November 20, 2012 minutes. ***Hearing none, the President declared that these minutes were approved with unanimous consent.***

Ratification of Actions and Minutes

Amanda Horton moved to ratify the actions and minutes of September 29, 2012 of the newly elected Board of Directors. Elaine Kendig seconded the motion. The President stated that this motion dealt with the election of officers. He then asked three times if there was any discussion or objections. ***Hearing none, the President declared that the actions were approved with unanimous consent.***

Vice-President's Report: see attached written report

Treasurer's Report:

Treasurer Lawson stated that a budget document showing the 2012 budget results as well as the 2013 budget had been made available to all Board of Director members (See attached 4 page budget document). He stated that for 2012, there was a \$1000 operational loss from the budget, even with the use of the approved \$20,000 grant from the ADS Fund.

Executive Director's Report:

The Executive Director made summary comments from a written report submitted prior to the Board of Directors meeting. (See attachments). She also submitted and commented upon her goals for 2013, which had been discussed and agreed upon by the Executive Committee. (See attachments).

President's Report:

President Freiburger discussed these items:

*The use of "White Papers" to give background information on topics before the Board of Directors. At this session the following were presented: an ADS accounts receivable management policy proposal from the Executive Committee and a Regional Directors Fund management policy proposal.

*The USEF will be making major changes in governance and committee structure, to be implemented in 2015. The ADS can play a role.

*He is actively seeking a qualified candidate for the Chair of the Recreational Committee.

*The ADS must continue to seek funding sources for operations, the Endowment Fund, and the ADS Fund.

New Business

Appointments and Selection:

Myrna Rhinehart moved the appointment of Merridy Hance as Director/Chair of the Combined Driving Committee. Boots Wright seconded the motion. The President asked three times if there was discussion or objections. ***Hearing none, he declared that the motion was approved with unanimous consent.***

Myrna Rhinehart moved the appointment of John Freiburger as Director/Chair of the Development. Boots Wright seconded the motion. The President reminded the Board members that he had sent a communication with the meeting material to explain the reasons for this unusual appointment. (See attachments) He then asked three times if there were discussion or objections. ***Hearing none, he declared that the motion was approved with unanimous consent.***

Mike Arnold moved that the following directors be selected, along with the four officers, to the Executive Committee for 2013/2014: Director/Chair of the Bylaws/Governance Committee, Chair of the Regional Directors Council, and Director at Large Elaine Kendig. Merridy Hance seconded the motion. The President asked three times if there were discussion or objections. ***Hearing none, he declared that the motion was approved with unanimous consent.***

Approval of accounts and funds, and accounts receivable policy

Mike Arnold moved to authorize up to \$1500 per region per year to be used for regional activities as outlined in the "Regional Fund Management White Paper", using the procedures contained therein to be allocated from the ADS Fund. (See attached White Paper). ***Merridy Hance seconded the motion.*** The President asked three times if there were any discussion or objections. ***Hearing none, he declared that the motion was approved with unanimous consent.***

Amanda Horton moved that the ADS Account Receivable Management Policy proposal from the Executive Committee be approved. (See attached White Paper). ***Dana Bright seconded***

the motion. The President asked three times if there were any discussion or objections. ***Hearing none, he declared that the motion was approved with unanimous consent.***

Selection of the Board of Directors meeting sites and dates:

Amanda Horton moved that the spring “Go-to-Meeting” be held May 23, 2013. Mike Arnold seconded the motion. The President asked three times if there were any discussion or objections. ***Hearing none, he declared that the motion was approved with unanimous consent.***

Amanda Horton moved that the fall “Go-to-Meeting” be held October 24, 2013. Mike Arnold seconded the motion. The President asked three times if there were any discussion or objections. ***Hearing none, he declared that the motion was approved with unanimous consent.***

Myrna Rhinehart moved that the winter 2014 meeting be held Saturday, January 11, 2014 in conjunction with the USEF meeting in Lexington, Kentucky. Dana Bright seconded the motion. The President asked three times if there were any discussion or objections. ***Hearing none, he declared that the motion was approved with unanimous consent.***

Boots Wright moved that the 2014 ADS Members Meeting be held September 26-29, 2014. Dana Bright seconded the motion. The President asked for discussion on the date. After the discussion, the President asked three times if there were any objections. ***Hearing none, he declared that the motion was approved with unanimous consent.***

Approve the 2013 ADS Operations Budget

Treasurer Lawson moved approval of the 2013 ADS Operations Budget as published February 25, 2013 (See budget attachment submitted for the discussion of the 2012 financial results). ***Merridy Hance seconded the motion.***

Treasurer Lawson made some general comments regarding the proposed budget:

*Consistent with previous years, ADS Fund activity and now Endowment Fund activity are not budgeted.

*The largest change for a single line item is Membership, and this has been trending down.

*Also consistent with prior years revenue is shown for Meetings but there is no corresponding expense entry. The \$5,000 shown represents a combined profit estimate for all meetings.

*This budget assumes the use of \$20,000 of ADS Fund donations for general operations, the same amount that was included in the 2012 budget.

*The budget includes a line item of \$20,000, which represents the amount paid to an office staff employee who has moved on to other employment. The budget assumes that this position will be replaced.

Treasurer Lawson moved to amend the motion as published as follows:

- 1. Add \$12,000 to line item 245 account 52110 “Grants – Regional Development”.***
- 2. Amend line item 259 account 59100 from \$20,000 to \$32,000 and amend the account description to “ADS Fund Grant”.***

Amanda Horton seconded the motion.

The President asked three times if there were any discussion or objections. ***Hearing none, he declared that the motion to amend was approved with unanimous consent.***

The President then brought the meeting back to consider the main motion as amended.

A motion was made to amend the budget in regard to the compensation schedule. The President declared an Executive Session to discuss personnel issues dealing with salaries.

After that discussion was completed with no new action agreed upon regarding the compensation schedule, the ***President called the meeting back into regular session to consider the main budget motion as amended.***

He asked three times if there were further discussion on or objections to the main motion, as amended, regarding the 2013 budget. ***Hearing none, he declared that the budget as published on February 25, 2013 and amended at this meeting was approved with unanimous consent.***

ADS reserve fund report

Treasurer Lawson discussed the Balance Sheet as presented to the Board members prior to the meeting. (See attachments). Based upon this document, he asked that the Board of Directors at some future point establish a "Reserve Fund" to cover "liabilities" as shown on the document.

Committee Reports

COMBINED DRIVING COMMITTEE: Chair Merridy Hance reviewed a document distributed to the members prior to the meeting. (See attachments)

DRIVEN DRESSAGE: Chair Tracey Morgan reviewed a document distributed to the members prior to the meeting. (See attachments)

RULES COMMITTEE: Chair Mike Arnold reviewed a document distributed to the members prior to the meeting. (See attachments)

PLEASURE DRIVING COMMITTEE: Chair Jeff Morse reviewed a document that he will be distributing shortly after the meeting. (See attachments)

BYLAWS AND GOVERNANCE COMMITTEE: Chair Amanda Horton stated that there is a new chair and some new members to this committee. The primary focus of the committee in 2013 will be to work on bringing policies and procedures up to date and making decisions on best formats for convenient access.

EDUCATION COMMITTEE: Chair Myrna Rhinehart stated that this is committee, to, has a new chair and new members along with older members. The first focus of the committee will be to identify and use all the educational information that has been developed by past active members. Further the committee will be making decisions on reformatting the published material to take advantage of new technology.

Other new business

The President asked if there was any other new business. There was none.

Adjournment

Elaine Kendig moved that the meeting be adjourned. Hearing no objection, ***the President adjourned the meeting at 5:05PM EST.***

Attachments:

Report of the Vice President

Treasurer's Report: Comparison of 2012 actuals to the budget; and 2013 proposed budget

Executive Director's Report

Executive Director Goals for 2013

Chair of the Development Committee from John Freiburger

Regional Fund Management "White Paper"

ADS Account Receivable Management Policy

Balance Sheet

Combined Driving Committee Report

Driven Dressage Committee

Rules Committee Report

Pleasure Driving Committee Report

Submitted by: Ann Davis, Secretary of the Board of Directors

Date: March 10, 2013