

**THE AMERICAN DRIVING SOCIETY, INC. BOARD OF DIRECTORS MEETING  
May 22, 2014 – Webinar**

***President Freiburger called the meeting of The American Driving Society, Inc. Board of Directors to order at 7:00 pm CDT.***

**Roll Call/Secretary's Report**

Voting Directors Present: John Freiburger, Mary Jo Stockman, Bill Lawson, Ann Davis, Lynn Simpson, Heidi Ferguson, Francine Arrington, Nicole Cable, Karen Garrett, Lori Hanes, Katy Rhinehart, Dana Bright, Jeff Morse, Merridy Hance, Amanda Horton, Tracey Morgan, Mike Arnold, Jennifer Matheson, Elaine Kendig, Maryann Boyden, Wendy Ying, and Audrey Bostwick.

Secretary Davis reported that there were 30 Board of Directors members (excepting the Chair of the Development Committee which is presently held by President Freiburger, so that he has only one vote). The required one-third of that number is 10. With 22 Directors on the Webinar, there was sufficient number to meet the quorum standard.

Also present were Executive Director Susie Koos Acker; Honorary Directors Hardy Zanke and Kelly Valdes; and past Directors Simon Rosenman and Marc Johnson.

**Approval of the Board of Directors Minutes**

***Katy Rhinehart moved approval of the minutes from the January 11, 2014 Board of Directors Meeting with a second by Merridy Hance.*** The President asked three times if there were corrections. Hearing none, ***the minutes were approved with unanimous consent.***

**Treasurer's Report – see attachments**

Treasurer Lawson stated that he had sent out four reports (see attachments) dealing with 2013 and 2014 through April. He made comments on each document. Further, he stated that the Finance Committee is being reconstituted and will be working to review and report on all finances at the September Board of Directors Meeting.

**President's Report – see attachment**

President Freiburger stated that he would be reporting under his role as Development Committee Chair. He reviewed briefly the attached documents provided. Further, he stated that the ADS had exceeded its fundraising goal for the \$50,000 matching campaign.

**Executive Director's Report – see attachment**

Executive Director asked if there were any questions pertaining to the submitted report. There were none.

**Combined Driving Committee's Report – see attachment**

Chair Merridy Hance summarized the report submitted. Areas covered were: Rule change process; Rule modification and waivers; Championship programs, both "paper" and "head-to-head"; Omnibus Process and customer service; Incident/Accident reports; and some additional goals.

**Pleasure Driving Committee's Report** – see attachment  
Chair Jeff Morse made comments on the report submitted. There were no questions.

#### **OLD BUSINESS**

**Mary Anne Boyden moved that the winter 2015 Board of Directors Meeting be held February 6-8, 2015 at the South Point Hotel, Las Vegas, Nevada. Dana Bright seconded the motion.**

After a brief discussion, the President asked three times if there were objections. Hearing none, **he declared that the motion passed with unanimous consent.**

#### **NEW BUSINESS**

##### **APPOINTMENT TO ADS FUND BOARD OF GOVERNORS**

**Ann Davis moved that Cathy Thomas, of 1915 CTH PB, Verona, Wisconsin, be appointed to the fifth and vacant seat on the ADS Fund Board of Governors, consistent with the Motion passed by the ADS Board of Directors creating the Board of Governors. Her term shall be upon passage of the motion and extend to December 31, 2018. Nicole Cable seconded the motion.**

During the discussion, Development Committee Chair Freiburger explained that Mrs. Thomas is a just retired management professional, has served on both ADS and USEF committees, and participates in events both in the Midwest and Florida. He further stated that if the motion passes, the Board of Governors would be:

John Freiburger until 12/31/17  
Claire Reed until 12/31/2016  
William Lawson until 12/31/2015  
Anne Lech until 12/31/2014  
Cathy Thomas until 12/31/2018

With no further discussion, Chair Freiburger asked three times if there were objections. Hearing none **he declared that the motion passed with unanimous consent.**

##### **APPOINTMENT OF REGIONAL DIRECTOR**

**Elaine Kendig moved to appoint Lynn Simpson as Central Regional Director to serve the remainder of the term, which ends December 31, 2014. Karen Garrett seconded the motion.**

With no further discussion, President Freiburger asked three times if there were objections. Hearing none, **he declared that the motion passed with unanimous consent.**

##### **BYLAW CHANGE**

**Amanda Horton moved to amend the Bylaws, effective December 31, 2014, as follows:**

**Article V. Directors, Section 1 b) The Board of Directors shall consist of the officers (President, Vice President, Secretary, Treasurer), immediate past president, Director/Chairs of Standing Committees, ~~Chair of The Hoopes-Addis-Education Trust~~, Regional Directors and Directors at Large, the total of which shall comply with section (a).**

**Merridy Hance seconded the motion.**

At this point, Chair Horton asked that the motion be tabled to come back later in the agenda to confirm the correct language of the motion. ***The President tabled the motion.***

#### NAME CHANGE

***Chair Merridy Hance, on behalf of the Combined Driving Committee, moved to change the name of ADS Advanced to Intermediate II and all references in the ADS Rulebook and associated forms be revised with immediate effect. Jennifer Matheson seconded the motion.***

Chair Hance explained that the nomenclature of the hybrid division in Combined Driving -- ADS Advanced -- has produced confusion and consternation within ADS ranks and without. Organizers, competitors, officials, scorers and course designers have sought clarification. The Combined Driving Committee therefore suggests that changing the title of the division to "Intermediate II" will more closely represent what the division is all about. Simply put, the division consists of Advanced Dressage and Cones and Intermediate Marathon, connected with the specified rules for each CD competition.

In further discussion, there was concern that the "immediate effect" needed clarification. It was agreed to vote on the motion, and then propose a second motion to clarify.

President Freiburger asked for a roll call vote with these results: ***Yes-12; No-3; and not voting-6. The motion passed.***

***Amanda Horton moved that the motion be effective for the next Omnibus cycle which will make it in effect January 1, 2015, but not to change any current competition. Merridy Hance seconded the motion.***

After a discussion, President asked for a roll call vote with these results: ***Yes -15; no-3; and abstain-1. The motion passed.***

In further discussion, Chair Hance agreed to write an article to be posted on the website and published in the Wheelhorse. Chair Arnold of the Rules Committee agreed to change the on-line Rulebook to include a statement that the name would be changed for 2015 competitions. The Executive Director agreed to change all forms for 2015.

#### RETURN TO THE BYLAW CHANGE MOTION

Amanda Horton stated that the language as stated was correct and restated the motion:

***Article V. Directors, Section 1 b) The Board of Directors shall consist of the officers (President, Vice President, Secretary, Treasurer), immediate past president, Director/Chairs of Standing Committees, ~~Chair of The Hoopes-Addis Education Trust~~, Regional Directors and Directors at Large, the total of which shall comply with section (a).***

***Merridy Hance agreed to second the motion again.***

During discussion Elaine Kendig, Governance and Bylaw Committee member, explained the change. She stated that since The American Driving Society, Inc. established The Fund which has no restrictions on how funds may be disbursed except for designated donations (example:

education, business expense, publications, travel, etc.) and The Hoopes-Addis Education Trust's Declaration of Trust restricts the disbursement of funds for education only; and since The American Driving Society, Inc. and The Hoopes-Addis Education Trust were established as separate independent entities it appears that it would be proper to amend the ADS Bylaws removing the Director chair dedicated to the Chair of Hoopes-Addis Education Trust. This action would in no way prevent the two entities from working together or on each other's behalf if each agrees to so do.

She also stated the Bylaw change had been posted on the ADS Website for 90 days prior to the vote, as is required by Article XV of the Bylaws.

With no further discussion, President Freiburger asked three times if there were objections. Hearing none, **he stated that the motion passed with unanimous consent.**

MOTION TO ALLOW SOME COMPETITIONS ON ADS ANNUAL MEMBER MEETING WEEKEND  
**Amanda Horton moved to allow some ADS recognized competition on the Annual Members Meeting weekend so long as the competition is at least 1000 miles from the meeting location. Francine Arrington seconded the motion.**

In the discussion, the main argument against the motion was that if a competition set that weekend as its regular date, there would be a problem when the Members Meeting was held in the region, as would likely happen as these meetings are moved around to different regions.

The President asked for a roll call vote. The results were: **Yes-3; No-16; and Abstain-2. The motion failed.**

MOTION TO CREATE QUALIFICATIONS RULES FOR 2014 CHAMPIONSHIPS  
**Katy Rhinehart moved to create a qualification rule for the 2014 North American Championships making a driver unqualified for Preliminary if he/she had competed three times at the Intermediate level and for Intermediate if he/she had competed three times at Advanced levels. Lori Hanes seconded the motion.**

Mrs. Rhinehart stated that this would make the competitions fairer for competitors who had not driven above those levels.

The argument against was that developing qualifications was committee work, not a task at a Board meeting. Several Board members held the opinion that this work should have been done earlier, but at this stage, qualifications as stated in the 2014 Rulebook for those levels should be used. Other Board members argued that for this year no additional qualifications should have been created, as these first year experiments can be used to create qualification for 2015. All Board Members present supported the projects of the CDC and Event Standards Committees, as stated in the attached CDC report, to include the effort regarding qualifications.

The vote was called, and the President asked for a roll call. The results were: **Yes-5; No-12; and Abstain-2. The motion failed.**

## **ADJOURNMENT**

**With no further business, Jeff Morse moved Adjournment. With no objection the President adjourned the meeting at 8:32 pm CDT.**

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

**Date: May 24, 2014**

**Attachments:**

Treasurers Reports:

    Cover letter

    2013 Unaudited Financials

    2014 APR Financials

    Supplemental Notes

2014 Fund summary

Executive Directors report

CDC report

Pleasure Driving Committee Report