

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

**OCTOBER 8, 2010, GAYLA DRIVING CENTER, GEORGETOWN,
KENTUCKY**

President Keathley called the meeting of the Board of Directors of The American Driving Society, Inc. to order at 9:45 PM EDT.

Roll Call

Secretary Ann Davis took the roll call. Present for the meeting were: Jim Keathley, Pat Cheatham, Ann Davis, Bill Lawson, Mary Jo Stockman, Boots Wright, Dana Bright, Jeff Morse, Larry Denny, Simon Rosenman, Marc Johnson, David Sadler, John Freiburger, Ruth Graves, Veronica Campbell, Merridy Hance, Susan Koso, & Audrey Bostwick. Also present were Honorary Directors Natasha Grigg and Holly Pulsifer.

She announced that the required one-third of members' quorum was present to conduct business.

Motion to designate location, date, and time of January 2011 ADS Board of Directors Meeting.

Mary Jo Stockman moved that The American Driving Society, Inc. winter meeting be held in conjunction with the Carriage Association of America Sleigh Rally Conference, January 27-30, 2011, St. Paul/Oakdale, Minnesota. John Freiburger seconded the motion. After a discussion, the motion passed with dissent from David Sadler and Boots Wright.

Motion to Adjourn and Reconvene

Pat Cheatham made a motion to adjourn the meeting and reconvene Thursday, October 28, 2010 at 7:00 PM CDT via GoToMeeting, with a second by John Freiburger. After a discussion, the motion passed with no dissent.

OCTOBER 28, 2010, GoToMeeting, 7:00 PM CDT.

President Keathley reconvened the Board of Directors meeting from Friday October 8, 2010.

Secretary's Report

Secretary Ann Davis took the roll call. Present for the meeting were: Jim Keathley, Pat Cheatham, Ann Davis, Bill Lawson, Mary Jo Stockman, Tom Knicker, Gerry Pearson, Jennifer Matheson, Larry Brinker, Dana Bright, Jeff Morse, Larry Denny, Simon Rosenman, Marc Johnson, Samea Baker, David Sadler, John Freiburger, Ruth Graves, Veronica Campbell, Peter Lofgren, Hardy Zantke, Merridy Hance, Maureen Harkcom, Melissa Boyd, Diane Koopman, Susan Koso, and Audrey Bostwick. Present also were Honorary Director Holly Pulsifer and members newly elected to the 2011/2012 Board of Directors Amanda, Horton, Myrna Rhinehart, Margaret Grillet, Francine Arrington, Tracey Morgan, and Mike Arnold. Excused was Alicia Pierce.

The Secretary reported that a quorum was present.

Approval of Minutes

Jennifer Matheson moved that The American Driving Society Board of Directors minutes from January 17, 2010, Louisville, Kentucky meeting be approved. Approval of the minutes passed without dissent. Hardy Zantke abstained, as he was not present at that meeting.

Treasurer's Report

Treasurer Lawson stated that he has submitted a written report which is an update to his report made at the October 8, 2010 ADS Membership Meeting. (See attached)

Rule Change Proposals

Director/Chair Simon Rosenman of the Rules Committee facilitated the discussion of RCP proposals.

Chair Rosenman moved that rule change proposals in the document "ADS Rulebook-2011 RCP-preboard-28Oct10.pdf", circulated prior to the Board meeting, be accepted and published within the ADS Rulebook to be effective January 1, 2011. Further, the Combined Driving Committee reserves the right to modify any Article based on FEI Regulation confirmed by the General Assembly meeting, November 2010 with a subsequent modification or ADS exception if required.

Hardy Zantke seconded the motion.

Mary-Jo Stockman made a motion to amend: *She moved that the motion be amended to exclude Article 1.9 for further study. Samea Baker seconded it. After the discussion the motion to amend was defeated.*

After further discussion, the original motion was unanimously approved without dissent.

New Business

Motions A & B

Pat Cheatham moved that the ADS Board of Directors recognize the service of Susan Koso and Lyle Petersen by declaring them Honorary Directors of the American Driving Society. Jennifer Matheson seconded the motion. Mr. Cheatham explained that this motion came as the results of discussion by the ADS Executive Committee.

Audrey Bostwick stated that having people who are part of the motion present for the vote is not correct protocol. Executive Director Susie Koos Acker stated that the vote would be taken using GoToMeetings hand vote that can only be viewed by the President and the Executive Director, making it similar to a secret vote by ballot. President Keathley asked Ms Bostwick if this was satisfactory, and she agreed it was.

The motion passed with one dissention.

Motions C & D

Pat Cheatham moved that the ADS Board of Directors recognize the service of Hardy Zantke and Kelly Valdes by declaring them Honorary Directors of the American Driving Society. Hardy has contributed as an official as well as author of numerous articles for the Wheelhorse and the Whip. Kelly has always supported projects which she feels are of major importance to the society, including the Young Driver's Program. Dana Bright seconded the motion. Mr. Cheatham also explained that this motion came as the results of discussion by the ADS Executive Committee.

The motion passed with one dissention.

Motion E

Pat Cheatham moved to correct Article VII, ADS Bylaws to read: "This committee shall include the President as Chairman, the Vice President, the Secretary, and the Treasurer". Ann Davis seconded it. Mr. Cheatham stated that evidence available reflects that inclusion of the Chairperson of the Bylaw and Governance Committee was not the intention of the motion made in January 2009 nor the understanding of Board members in attendance. The motion passed with one abstention from Mary Jo Stockman.

Motion F

John Freiburger made this motion regarding a Regional Directors Working Group

Whereas the Regional Directors have been organized as a standing committee that was not properly created by a motion of the Board of Directors and

Whereas the Regional Directors wish to coordinate their efforts through membership in a Working Group and

Whereas the Regional Directors would like to have a flexible leadership framework to allow projects and ideas to drive the national portion of their efforts, be it

Moved that the Regional Directors shall be organized nationally as The Regional Directors Working Group. The leadership of said Working Group shall revolve amongst the Regional Directors. Each six months the leadership shall rotate to the next Regional Director, however, that director may pass on the assumption of leadership to the next director in the rotation. The pattern of rotation shall be as follows:

*Midwest: term expires December 31, 2010, after which the leadership passes to the
Northeast,
Northwest
Pacific
Southeast
Southwest
Central
Mid-Atlantic*

Mary Jo Stockman seconded the motion. After discussion, the motion passed without dissent.

Further New Business

Jennifer Matheson, Director/Chair of the Development Committee, asked that all Directors who have not made a contribution to the ADS Fund in 2010 please do so. It is important to fundraising efforts that there is a 100% donation record from Board of Directors members.

Holly Pulsifer thanked Jim Keathley for his four years as President.

Ann Davis thanked Pat Cheatham for his four years as Vice-President.

Closing

With no further business, Pat Cheatham moved that the meeting be adjourned. Bill Lawson seconded it. The motion passed with no dissention and the meeting was closed at 8:45 PM CDT.

Next Meeting: January 27-30, 2011, St Paul, Minnesota (meeting to be held in conjunction with the CAA Conference))

Submitted by: Ann Davis, ADS Secretary

Date: November 7, 2010