

**AMERICAN DRIVING SOCIETY, INC
BOARD OF DIRECTORS MEETING
JANUARY 30, 2011, ST PAUL, MINNESOTA**

President Freiburger called the meeting of the Board of Directors of the American Driving Society, Inc to order at 8:00 AM CST.

Roll Call

Secretary Ann Davis took the roll call:

Present: John Freiburger, Mary Jo Stockman, William Lawson, Ann Davis, Dave Sadler, Myrna Rhinehart, Veronica Campbell, Elaine Kendig, Marcie Quist, Claire Reid, Dana Bright, Maureen Harkcom, Simon Rosenman, Amanda Horton, Merridy Hance, Mike Arnold and Audrey Bostwick.

Absent: Margaret Grillet, Gina Handy, Peter Lofgren, Francine Arrington, Ruthie Graves, Gerry Pearson, Boots Wright, Tracey Morgan, Jeff Morse, Larry Denny, Alicia Pierce, Diane Koopman, Jennifer Matheson, Mary Winter, and Jim Keathley.

She announced that the required one-third members for a quorum was present.

Agenda Review

President Freiburger asked if there were any changes or updates to the published agenda. There were none.

Motions:

Agenda Motion 1: Audrey Bostwick made the following resolution:

Whereas, The election of officers to serve The American Driving Society, Inc. and the Board of Directors thereof was held prior to the beginning of term January 1, 2011 to December 31, 2012; now, therefore be it.

Resolved, That the Board of Directors ratify, confirm and validate the election of John Freiburger, President; Mary Jo Stockman, Vice President; Ann Davis, Secretary; William Lawson, Treasurer to serve as officers of The American Driving Society, Inc. and the Board of Directors thereof for a term commencing January 1, 2011 to December 31, 2012.

The motion was seconded. President Freiburger asked three times if there were any objections from BOD members. *Hearing none, the resolution passed with unanimous consent.*

Agenda Motion 2: Amanda Horton moved that the minutes of the October 8 and 28, 2010 Board of Directors meeting and the minutes of the October 8 Special Meeting of the newly elected Board of Directors meeting (as posted on the ADS website) be approved.

The motion was seconded. President Freiburger asked three times if there were any objections from BOD members. *Hearing none, the resolution passed with unanimous consent.*

President's Comments:

President Freiburger discussed these subjects:

*He welcomed all the BOD members, reelected and newly elected

*The job of all Director/Chairs of committees is to come up with ways to work together.

When committees work together on common goals, he would like to have the chairs develop a White Paper outlining the common project.

*He wants to ensure that the ADS finances are more stable by planning for fund investment, possibly establishing an endowment fund

*He intends to put together a digital committee.

Executive Director's Report

See Appendix A for a copy of the Executive Director's report.

In the discussion, Maureen Harkcom mentioned that under goals for 2011, Washington should be replaced by Northwest.

Elaine Kendig moved that the BOD accept the Executive Director's Report. The motion was seconded.

President Freiburger asked three times if there were any objections from BOD members. ***Hearing none, the resolution passed with unanimous consent.***

Treasurer's Report

See appendix B for a copy of the published proposed 2011 12-month budget.

In the discussion, ADS Treasurer Bill Lawson commented that \$12,000 from the ADS Fund was used for 2010 ADS operations.

Agenda Motion 3: Bill Lawson moved that the ADS investigate current options for the investment of ADS Funds. Options to be reported to the BOD at a future meeting. The motion was seconded.

President Freiburger asked three times if there were any objections from BOD members. ***Hearing none, the resolution passed with unanimous consent.***

Treasurer Lawson moved that the ADS authorize the amount of \$10,000 as an ADS Fund grant to be used for general ADS operations for fiscal year 2011. The purpose of this request is to bring the 2011 budget into balance. Approval of this motion will serve to add this line item to the current budget as published. The motion was seconded.

In the discussion, Elaine Kendig stated that in some organizations that engage in fundraising, a certain percentage of the donation is automatically designated for operations and asked if the ADS should consider this. Mr. Lawson explained that because the ADS Fund is not a separate entity from the ADS, there is no practical way to do this and would not be acceptable to auditors. In further discussions, John Freiburger described the impact of WEG on ADS finances.

The question was called and the motion passed with no dissent.

Agenda Motion 4: Bill Lawson moved approval of the 2011 budget as published, with the addition of the \$10,000 from the ADS Fund. The motion was seconded.

The question was called and the motion passed with no dissent.

Old Business

There was no further Old Business

New Business

Agenda Motion 5: *Ann Davis moved that the ADS BOD supplement the required two BOD meetings with two electronic meetings, one Wednesday May 25, 2011 and the second as needed.* The motion was seconded.

With no further discussion the motion passed with no dissent.

Agenda Motion 6: *Ann Davis moved that the Board of Directors approve new committee member rosters as listed in the published document (see appendix C) with the addition of Amanda Horton on the Recreational Driving Committee.* The motion was seconded.

Simon Rosenman moved to amend the motion to include the following on the Rules Committee: Merridy Hance, Marc Johnson and Jeff Morse. The motion was seconded.

President Freiburger asked three times if there were any objections from BOD members. ***Hearing none, the Amendment passed with unanimous consent.***

The original motion on committee rosters with the addition of the Rules Committee roster was then voted upon and passed with no dissent.

Mr. Rosenman moved the Rules Committee Chair be empowered to select from the unapproved list prior to Board approval. The motion was seconded.

In the discussion, President Freiburger stated that the motion was not necessary as the Director/Chairs are permitted in the Policies and Procedures to select members to their committee without restriction other than ADS membership.

The question was called and the motion was defeated, with abstentions from Myrna Rhinehart and Simon Rosenman.

A motion was made by Dave Sadler to take a ten minute break, and the motion passed with unanimous consent.

President Freiburger reconvened the meeting.

Agenda Motion 7: *Bill Lawson moved that the BOD approve the 2011 committee goals as published (see Appendix C).* The motion was seconded. *With the main motion stated, Bill Lawson moved to divide the motion into ten parts as follows: each part considering a single standing committee.* The motion was seconded.

President Freiburger asked for general consent. Hearing no objection, he declared the motion divided and stated that the Board will discuss and vote upon each committee separately.

In absence of the Chair, Lindy Yutzy spoke on behalf of the Dressage Committee asking that the Board approve the goals of the committee. The question was called and there was unanimous approval.

Elaine Kendig moved approval of the goals of the Bylaws and Governance Committee. The question was called, and there was unanimous approval.

Ann Davis moved approval of the goals of the Event Standards Committee. The question was called, and there was unanimous approval.

Susan Koso, a committee member, moved approval of the goals of the Education Committees.

Bill Lawson moved to amend the goal #2 of the Education Committee to promote a user-friendly index for the ADS Rule Book. The amendment was seconded. The question was called on the amendment and passed unanimously.

The question was called, and the amended goals of the Education Committee passed unanimously.

Dan Bright moved approval of the goals of the Licensed Officials Committee. The question was called and the motion passed unanimously.

Simon Rosenman moved approval of the goals of the Rules Committee.

In the discussion Mr. Rosenman asked if the committee is free to change, if necessary, the procedure dates as are listed with the published goals. There was BOD consensus that the Rules Committee would not be restricted by the suggested dates.

The question was called, and the goals were passed unanimously.

Break for brunch: President Freiburger called a break for brunch, to reconvene at 10:40 AM.

The meeting was called back to order at 10:40 AM.

Marcie Quist moved the approval of the goals of the Combined Driving Committee.

Mrs. Quist stated that the committee would stress openness in their conduct of business.

The question was called, and the goals were passed unanimously.

Dana Bright moved the approval of the goals of the Pleasure Driving Committee. The question was called and the goals were passed unanimously.

Maureen Harkcom moved the approval of the goals of the Marketing Committee. Since goals were not included in the published document, Mrs. Harkcom moved to amend the motion to include these goals:

- 1. Review 2009-2010 Goals, plans and strategies— assess what has and has not been done**
- 2. Determine which goals, plans and strategies to retain and move forward with**

3. Determine which goals need new plans and strategies and develop those
4. Decide on what, if any, new goals need to be identified and create plans and strategies
5. To review breed partnership program and breed steward committee

The question was called, and the amendment to the motion passed unanimously.

The question was called regarding the original motion, and it passed unanimously.

Claire Reid moved approval of the goals of the Development Committee. Since goals were not included in the published document, Mrs. Reid moved to amend the motion to include these goals:

1. Continue to support Fund guidelines.
2. Improve fundraising results, support of membership, monitor costs.
3. Work on recommendations to invest ADS funds, establish an endowment fund and to coordinate these efforts.

The question was called, and the amendment to the motion passed unanimously.

The question was called regarding the original motion, and it passed unanimously.

Ann Davis moved the approval of the goals of the Recreational Driving Committee.

In discussing Recreational Driving Committee goals, a point was made that it is important to take advantage of recreational opportunities to coordinate with CAA, such as the Trail Driving information programs that are being put together both by the ADS and the CAA.

With no further discussion, the motion passed unanimously.

New Business not on the published agenda:

Mary Jo Stockman moved that the Board approve Mike Arnold as the Combined Driving liaison to the USEF for 2011. The motion was seconded. The question was called, and the motion passed unanimously.

Mary Jo Stockman moved that Susan Koso be the approved ADS liaison to the American Morgan Horse Association 2011 Convention. The motion was seconded. The question was called, and the motion passed unanimously.

Simon Rosenman asked that the Board approve an amendment to include VSE speeds for Obstacle-Cones for Arena Driving Trials and Horse Driving Trials as required from previously approved minutes of the Combined Driving Committee. The motion was seconded.. The question was called, and the motion passed unanimously.

Simon Rosenman moved to officially thank the CAA for the opportunity to meet in conjunction with the CAA Winter Conference. The motion was seconded.. The question was called, and the motion passed unanimously.

Adjournment

With no further New Business, Bill Lawson moved to adjourn with a second by Veronica Campbell. With unanimous consent, the meeting was adjourned at 11:15 AM CST.

**Submitted by: Ann Davis, Secretary, American Driving Society, Inc Board of Directors
Date: February 14, 2011**

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