

**Belgian Draft Horse Corporation of America**  
**Board Meeting – December 2, 2016**

The board meeting was called to order at 8:10 a.m. by President Mark Barie at the Farmstead Inn in Shipshewana, IN. The following were present for the meeting: Mark Barie, Jim Carey, David Flickner, Matt Frieden, Jenna Hovermale, Gary Miller, Jack Peckinpaugh, Walter Schaefer Jr, Dean Woodbury, and Teresa Zube.

**Minutes:**

Minutes were presented for approval from the April 15, 2016 board meeting. Walter Schaefer Jr moved to approve the minutes. The motion carried unanimously.

Minutes were presented for approval from the July 21, 2016 conference call. Jack Peckinpaugh moved to approve the minutes. The motion carried unanimously.

**Financials:**

Financial reports were presented for the 2015-2016 fiscal year.

Mark Barie pointed out that our income was higher this year because of the new lifetime memberships and 2 dispersal sales. We may see lower numbers in the future because of these.

Gary Miller moved to accept the financial report. The motion carried unanimously.

**President's report by Mark Barie:**

Has enjoyed his first year leading the Board

January through April was a little tough with a lot of phone calls coming in because of a paperwork backing up in the office.

Since April things have calmed down and everyone seems happy about the turnaround time on work.

Mark plans to communicate more with the board this year.

The All-Breeds meeting has not happened yet but we are working on having one in 2017.

The Youth Board has been extremely active this year.

### **Secretary's Report by Jenna Hovermale:**

The office staff is into the busy season with the upcoming fall sales.

The office had some issues getting paperwork out within our normal 4 week period last winter. They made some changes to improve efficiency to prevent this from happening again.

Jenna outsourced some items like mailing ballots so that Leslie and Paula could continue to process paperwork so that they wouldn't get behind.

All premium checks have went out from the NABC

The Ambassador Program started this year. The youth who participated will be recognized at the Annual Meeting. Five youth were selected to be a part of the ambassador program. They came to Wabash and learned how the registry works. They also have the opportunity to tour local member's farms and go through some training.

The office participated in a living history of Wabash community activity. We were able to connect with other local businesses and also hear from some past employees about the history of the office.

Jenna provided an update on our DNA Statistics. In 2016 there were 19 sires who did not qualify as the parent of the offspring.

### **Old Business:**

New Registry System:

Jenna is working with Wieghat Graphics. They are coming close to having the test system built. Once the test system is built the office staff will work on testing it along with some membership testing the public registry portion. We will present the new system to the Board at the next meeting. We do not need to pay for the new system until it is finished.

## **Committee Reports:**

Personnel Committee report by Walter Schaefer, Jr:

Walter Schaefer Jr provided feedback from the board to Jenna and from Jenna to the board. The personal committee recommended a 5% raise along with \$40/month towards her cellphone.

Jim Carey moved to accept the committee report of a 5% raise along with \$40/month towards her cellphone.

Yes: Jack Peckinpugh, Jim Carey, Teresa Zube, David Flickner, Gary Miller, Walter Schaefer Jr, and Matt Frieden

No: Dean Woodbury

Motion carried.

Publication committee report by Matt Frieden:

Total Income for the 2015 review was \$23093.18

There are more ads and more pages in the book this year so the book will cost a little more to print.

It was recommended that we get bids on the book for 2017 to make sure we are paying a competitive price to print it.

Nation Belgian Show committee report by Teresa Zube:

The committee needs to start planning to pick a location for future National Shows.

The board would like the committee to get pricing on livestreaming.

NABC 8 committee report by Mark Barie:

Mark has heard a lot of great feedback on how well the event went.

The committee was very happy with the location and turn out at the show.

Financial reports are available for members and will be handed out at the annual meeting.

Total income for the show was \$469,780.66

Total expenses for the show were \$463,239.75

Including the savings account and refund from the facility the total NABC profit is \$43,411.33

The committee will meet again after a couple months and determine where to keep the NABC funding until the next event.

## **Financial Discussion:**

In order to be prepared for a meeting with Kurt Hare from Edward Jones the board took a break from committee reports to discuss investments.

Jenna discussed with the group the need to make updates to the building over the next few years.

A Building Maintenance and Improvements committee was formed consisting of Gary Miller, Jim Carey and Mark Barie. They will work with Jenna to determine a timeline and budget for work.

The board discussed the need to have reserves for the future. The expenses for the Belgian Corp total on average \$250,000/year. Jack Peckinpaugh recommended the board take a low risk approach.

Teresa Zube moved that we build up and maintain at least \$500,000 in reserves and keep a low risk tolerance.

The motion carried unanimously.

Kurt Hare presented on the Corporation's current investment standings.

He said that a nonprofit should have at least 18 months of reserves saved up, 2 years is good and 3 years' worth is great.

He recommended with the uncertainty of the future market that we keep \$500,000 safe and close.

Walter Schaefer Jr moved that we move \$400,000 at a ladder of \$100,000 per year for 4 years into a CD and put the remaining investments into a money market.

The motion carried unanimously.

The board asked Kurt to attend our next meeting to keep them updated on the investments.

## **Committee Reports (continued):**

National Belgian Futurity committee report by Jim Carey:

Jonathan Cush was elected to remain on the committee at the last Futurity committee meeting.

The weanling foals were added for Merit point recognition in 2016.

The committee would like to add the yearlings to the Merit Program next year.

The committee appreciates the board support with sponsorship last year.

The total income for the Futurity program was \$7375 and the expenses were \$6247.27

Annual Meeting committee report:

Everything is set for the meeting tonight

We are expecting at least 180 people to attend

Mark Barie will ask for suggestions for the next annual meeting location.

The meeting location will be decided by the board on Saturday.

Jenna suggested that next year with the annual letter we send out a list of farms willing to have visitors come by before the annual meeting.

Bylaws committee report by Teresa Zube:

The committee submits the following wording change to Article II- Membership and Fees:

## **ARTICLE II**

### **MEMBERSHIP AND FEES**

**Section 1. Members.** *Upon application, qualification, determination that the applicant is actively engaged in Belgian activity, and payment of the requisite fee, the recipient, during the designated period of eligibility, shall be entitled to the indicated membership privileges and, if 18 years or older, one vote on membership matters subject to these By-Laws. Membership privileges are not in effect until the membership has been processed. Membership privileges apply only to the entity in which the membership is written and cannot be combined with any other person to create membership privileges. Additionally, persons cannot be deleted to maintain a membership entity. Animals not recorded in a membership entity are subject to non-member fees. The following types of membership shall be recognized:*

- a. **Individual.** *Restricted to one person, carried in that person's legal name only.*
- b. **Joint.** *A combination to a maximum of two persons, such as husband and wife, but not limited to husband and wife, and includes such designation as John and Jane Doe; John or Jane Doe; and, John and/or Jane Doe. A designation such as John and Jane Doe shall be recognized as what is commonly known as tenants in common, with each having an undivided one-half interest. A designation such as John or Jane Doe; and, John and/or Jane Doe, shall be recognized as each having a half interest subject to rights of survivorship upon the death of one.*
- c. **Corporate.** *Corporations in good standing in the state or country of their incorporation.*
- d. **Partnership.** *Partnerships, general or limited, in good standing in the state or country of their organization.*
- e. **Limited Liability Companies and Limited Liability Partnerships.** *Limited liability companies and limited liability partnerships in good standing in the state or country of their organizations.*
- f. **Educational Institutions.** *Any properly licensed Educational Institution.*

*For all of the above memberships, other than individual, the corporation shall provide a form wherein, if a joint membership, all members; if a corporation, all officers and shareholders; if a partnership, all partners; if a limited liability company or a limited liability partnership, all members or partners can sign and designate one person to conduct all business with said corporation on behalf of said entity. Otherwise, if said form is not executed, then*

*signatures of all joint owners, officers, shareholders, members and/or partners shall be required to conduct business with the corporation.*

*For a corporation, partnership, limited liability company, limited liability partnership or educational institution, a certified copy of the legal document proving that entities' existence shall be filed with the corporation before the membership will be approved.*

**Section 2. Youth Membership.** *A special youth membership, without voting privileges will be offered to individuals who are under the age of 18 years of age. The youth membership fees as set by the Board of Directors shall accompany the membership application. By December 31 of the year the individual reaches the age of 18, such individual may submit the balance of an individual membership fee. The current annual dues will apply from that point forward, otherwise the membership expires. Youth members shall be entitled to all regular member privileges, excluding voting privileges and director eligibility, provided proper fees are paid according to the fee schedule(s) set by the Board.*

**Section 3. Non-Resident Membership.** *Individuals residing outside of the United States can apply for a non-resident membership. A non-resident membership shall be limited to an individual or joint membership and shall be subject to all other requirements of these By-Laws. Non-resident members shall be entitled to all regular member privileges excluding voting privileges and director eligibility, provided proper fees are paid according to the fee schedule(s) set by the Board.*

**Section 4. Membership Fees.** *Membership fees shall be set by the Board of Directors. Said fee schedule shall be provided to the members and prospective members when so requested. Each applicant for membership shall pay the current membership fee, which amount shall accompany the application for membership. This amount shall be returned to said applicant in the event that the application is not accepted. For annual memberships, an annual fee will apply. Failure to remit the annual fee will cancel the membership.*

*Lifetime members who have not voted or done business with the corporation in three years prior will be considered inactive and will not receive correspondence or ballots. Inactive members may request to be moved to active by contacting the secretary in writing. That notice will be effective for three years unless the member has voted or done business with the corporation during that three year period.*

**Section 5. Termination of Membership.**

- a. *Membership in this corporation shall automatically terminate with the death, resignation, corporate dissolution, partnership dissolution, limited liability company dissolution or limited liability partnership dissolution or expulsion of said member.*

*Provided that upon the death of an individual member or one of the two members, where the membership is designated with "and", said deceased member's executor, administrator or legal representative shall have one year after the date of death of said person to register or transfer upon the books of this corporation each animal or the unregistered progeny thereof, upon payment to the corporation of the fees of registration and transfer as required of members under these By-Laws. In this instance, letters of appointment or similar order from the appropriate Probate Court will be provided to the corporation.*

*Provided further, that in the event of the death of one person of a joint membership where the words "or", "and/or" are indicated, then the surviving owner shall have one year after the date of death of said member to register or transfer upon the books this corporation each animal or the unregistered progeny*

*thereof, upon payment to the corporation of the fees of registration and transfer as required of members under these By-Laws upon presentment of a certified death certificate. Certified death certificate for the deceased member will be provided to the corporation.*

*Provided further in the event of the death of a shareholder of a corporation; a dissolution of a corporation; the death of a partner of a partnership; the dissolution of a partnership; the death of a member of a limited liability company, a dissolution of a limited liability company; the death of a partner of a limited liability partnership; and, a dissolution of a limited liability partnership, that entity shall have one year after the date of death of said member/partner or dissolution to register or transfer upon the books this corporation each animal or the unregistered progeny thereof, upon payment to the corporation of the fees of registration and transfer as required of members under these By-Laws.*

*Provided further, that the mere change of name of a corporation, partnership, limited liability company, limited liability partnership or educational institution shall not be construed as a change of ownership of animals owned by said corporation, partnership, limited liability company, limited liability partnership or educational institution, but shall be necessary for said corporation, partnership, limited liability company, limited liability partnership or educational institution, so changing its corporate name to immediately surrender the current membership card and obtain a new membership card and to pay therefore the current membership card.*

- b. However, in the event of a death of a lifetime member that has a joint membership with a spouse or family member, whether "and", "or", "and/or", the remaining living individual will be granted a new lifetime membership, free of cost, unless the living individual already has a membership on his or her own. The surviving member of the original lifetime membership has 1 year from the individuals' date of death to notify the office and transfer the remaining name into a new lifetime membership. No new names may be added to the membership. Likewise, this rule shall apply to cost free transfer of registered horses, subject to the above limitations.*

Walter Schaefer, Jr moved to accept the committee's changes to Article II- Membership and Fees.

The motion carried unanimously.

Walter Schaefer, Jr moved that the non-resident membership start-up fee be \$100 with a \$50 annual fee.

The motion carried unanimously.

Gary Miller moved to allow members to add a person to their joint membership if their membership started after the joint membership option was removed.

The motion carried unanimously.

Merit Committee Report by Teresa Zube:

A 3 year old stallion class was added

The National Belgian Futurity was recognized as an index 1 show for its weanling classes

The committee will meet at the beginning of 2017 to look at any future changes to the program that need to happen.

Trophies and Awards:

Sue Frieden ordered the trophies for the State Fairs this year. We would like to continue this for the next year.

We will evaluate which shows receive plaques as they should only be sent for registered championship classes.

Alliance report by Mark Barie:

We are going to implement a Youth Merit program to replace the All American Award so that we can recognize more youth members.

The Breeders Challenge program was discussed. It will continue on for 2020. The Breeders challenge auction will replace the Stallion Service Auction at Gordyville. 50% of the sale will go to the prize money, 30% to the NABC fund, 15% to Alliance programs, and 5% to administration costs. The committee is going to research getting the Breeders Challenge trademarked.

### **New Business:**

Committee Structure:

Mark Barie presented the board with a Committee Guidelines Process.

Teresa Zube moved to accept the Committee Guidelines.

The motion carried unanimously.

Jenna and Mark will work together to create a document outlining the roles and responsibilities of a Board of Director. They will have this document created by March 1, 2017.

Jenna provided instructions on social media conduct.

Mark Barie proposed a statement that the Corporation could adopt on Animal Treatment

Walter moved to accept the policy statement which reads:

*The Belgian Draft Horse Corporation of America supports and promotes the humane treatment of all horses as well as the spirit of fair competition. The Belgian Draft Horse Corporation of America does not govern horse shows or events in which our members participate however we encourage our members and all horse enthusiasts to display proper conduct and treatment suitable to the horse at all times.*

The motion carried unanimously.



The board discussed the process for members to introduce new business at the annual meeting. According to the bylaws our policies are voted on by the board and the members can give suggestions. The bylaws committee will work to clarify this more in the future.

Mark Barie started a discussion on Registered Geldings. The board will continue the discussion in the spring.

The board thanked Jack Peckinpaugh for his time on the board and presented him with a gift to commemorate his retirement.

Walter Schaefer, Jr moved to adjourn at 3:16 pm.

The motion carried unanimously.

Signed:

Jenna Hovermale

Secretary, Belgian Draft Horse Corporation of America