

**Belgian Draft Horse Corporation of America**  
**Board Meeting**  
**May 18, 2012**

Meeting called to order at 1:00 p.m. by President Dr. Michael Stone.

Roll call showed all Directors and the Secretary/Treasurer present. They were: Mark Barie, Crae Eller, Matt Frieden, Christina Lemley, Gary Miller, Jack Peckinpaugh, Walter Schaefer, Jr., Dr. Michael Stone, Keith Woodbury and Vicki Knott.

Discussion opened on the executive session minutes from the December 2 & 3, 2011.

Motion by Peckinpaugh,  
Seconded by Lemley,  
To approve the executive session minutes.  
Motion carried unanimously.

Discussion opened on the conference call minutes of the January 4, 2012.

Motion by Barie,  
Seconded by Schaefer, Jr.  
To approve the conference call minutes.  
Motion carried unanimously.

Discussion opened on the financial statement for the first and second quarters of the fiscal year.

Motion by Miller,  
Seconded by Barie,  
To approve the financial statement.  
Motion carried unanimously.

President presented an overview of the corporation investments. The Secretary will be doing a follow-up on the current investments.

President gave a presentation on the National Pedigreed Livestock Council meeting recently attended by the President and Secretary and announced that many items would be given in detail throughout the meeting.

President also reported that the All-Breed meeting is scheduled for June 22 & 23, 2012 in Shipshewana, Indiana and that a speaker would be addressing the group on collaborative efforts.

Additionally, the President has requested a strategic planning meeting with the Directors prior to their December meeting.

Discussion opened on the need for a disaster structure plan. Walter will be working with the Secretary to develop a proposal for the Board to review.

President reported that the Youth Corporation and the Alliance would be meeting the following day and would be reviewing their structure and programs.

President gave an overview on publication/marketing/website and looked at options and costs involved.

Discussion followed.

Motion by Peckinpaugh,

To plan to continue an annual Belgian Review and table the Draft Horse Journal proposal until a formal contract is received and reviewed by our attorney and to obtain a marketing consultant.

Motion died for lack of second.

Motion by Schaefer, Jr.,

Seconded by Eller,

To table the publication discussion until more information is obtained.

Motion carried unanimously.

Discussion opened on the proposal by Regal Publications to place a decal on their trailer and a brochure in their booth for \$1,000.00 annually.

Motion by Eller,

Seconded by Lemley,

To table the Regal Publication proposal.

Yes-Miller; Eller; Schaefer, Jr.; Woodbury; Lemley.

No-Peckinpaugh; Frieden; Barie.

Motion carried.

Discussion opened on online pedigrees with the President giving an overview of the current system.

Motion by Barie,

Seconded by Eller,

To proceed with Stellar Blue Web Design for a username and (name, address, phone number required) password, user agreement. Further, the only content visible will what appears on the registration certificate, offspring, and ancestry.

Motion carried unanimously.

Motion by Miller,

Seconded by Barie,

To offer the online pedigrees at no charge.

Motion carried unanimously.

Motion by Schaefer, Jr.,  
Seconded by Barie,  
To table the website modifications until more information is obtained.  
Motion carried unanimously.

The By-Law committee presented their revision proposals.

Discussion followed.

Motion by Peckinpaugh,  
Seconded by Woodbury,  
To amend Article II; Section 1 to read: Any individual, corporation, or educational institution, owning or engaged in the breeding, buying, selling, or importing of purebred Belgian Draft Horses, residing in and a citizen of the United States, may apply to become a member of this Corporation.  
Motion carried unanimously.

Additionally, existing memberships would remain unchanged.

Motion by Barie,  
Seconded by Lemley,  
To remove the two paragraphs regarding Corrected Memberships under Article II; Section 1.  
Motion carried unanimously.

Motion by Barie,  
Seconded by Miller,  
To revise the sixth bullet of Article IV; Section 1 to read: Board members must exercise good judgment and care at all times to avoid disclosure of confidential information (confidential information is defined as matters discussed in executive session.) Conversations, public or private, are expected to be limited to matters that do not pertain to information of a confidential nature. It is also expected that a board member will not engage in any conversation or action which could be slanderous or otherwise detrimental to the Belgian Draft Horse Corporation of America, its members, board, officers, or staff.  
Motion carried unanimously.

Motion by Schaefer, Jr.,  
Seconded by Barie,  
To amend Article IV; Section 5 to read: Notice of regular and special meetings shall be sent to each Director by the Secretary at least ten (10) days prior to the date of such meeting. Any meeting of the Board of Directors at which all of the Directors are present shall be as valid as if called pursuant to proper notice.  
Motion carried unanimously.

Motion by Lemley,

Seconded by Eller,

To amend Article IV; Section 3 to read: Special meetings of the Board may be called by the President or by a majority of the Board on the giving of ten (10) days' notice to each Director. And, To amend Article IV; Section 6 to read: If at any time any questions shall arise, that in the opinion of the President should be settled by the vote of the Board of Directors, but not of sufficient importance to justify the expense of calling a special meeting of said Board, said President may direct the Secretary to prepare such questions in the form of resolutions so that each Director may vote on the same by voting "yes" or "no" and return their vote to the Secretary who shall count the same and report the resolutions of the vote to the President with the written vote cast, for the President's inspection and if the majority of the votes cast be in favor of the resolution, or resolutions, the President shall so declare and rule that the resolution, or resolutions, have been carried and if there is not a majority vote the President shall declare and rule that the motion, or motions, have been lost. And said vote and decision shall have the same force and effect as if the decision had been made at a special meeting called by said Board of Directors. And, To delete the last paragraph of Article IV; Section 6.

Motion carried unanimously.

Motion by Barie,

Seconded by Lemley,

To rename Sections 1 and 2 of Article VI Sections 2 and 3 respectively and add: Section 1. Corporation Records. The Belgian Draft Horse Corporation of America retains sole ownership of any and all corporation records, and pedigrees, including issued certificates of registry, and intellectual property. Further, the recorded owner(s) on the certificate of registry is not an adjudication of ownership or legal title. And, to delete the last sentence of Article XII; Section 3.

Motion carried unanimously.

Motion by Peckinpaugh,

Seconded by Lemley,

To amend Article XIII; Section 1 (paragraph 1) to read: Order of Business. The regular order of business at all meetings of the members or of the Board of Directors, except at the annual meeting or special called meeting, shall be as follows:

Motion carried unanimously.

Mark Barie and Walter Schaefer, Jr. reported on the committee to involve horse pulling groups.

Discussion followed.

Motion by Lemley,

Seconded by Eller,

To include pulling results in the Belgian Review if furnished.

Motion carried unanimously.

Mark Barie reported on the NABC for 2016 and introduced the NABC Breeders Challenge. More information and the nomination form will appear in the upcoming Belgian Review.

Discussion opened on the 2013 budgets for the Alliance programs.

Motion by Barie,  
Seconded by Miller,  
To approve all budgets for 2013.  
Motion carried unanimously.

Discussion opened on the current fee schedule and possible modifications.

Motion by Peckinpaugh,  
Seconded by Barie,  
To raise all registration fees \$10.00 each.  
Yes-Miller; Peckinpaugh; Barie; Woodbury.  
No-Frieden; Eller; Schaefer, Jr.; Lemley; Stone.  
Motion denied.

Motion by Eller,  
Seconded by Peckinpaugh,  
To adopt the following fee structure effective January 1, 2013:  
For Members: 0-6 months \$40.00  
                  6-12 months \$75.00  
                  12-24 months \$100.00  
For Non-Members  
                  0-6 months \$75.00  
                  6-12 months \$125.00  
                  12-24 months \$150.00

A \$100.00 fee will be charged to members and non-members alike for each year after the animal reaches 24 months of age in addition to the normal registration fee.  
Yes-Peckinpaugh; Eller; Barie; Lemley; Stone.  
No-Miller; Frieden; Schaefer, Jr.; Woodbury.  
Motion carried.

Motion by Miller,  
Seconded by Frieden,  
To leave the imported registration fee unchanged.  
Yes-Miller; Frieden; Eller; Schaefer, Jr.; Barie; Woodbury; Lemley.  
No-Peckinpaugh.  
Motion carried.

Motion by Peckinpaugh,  
Seconded by Barie,  
To increase the duplicate registration fee to \$40.00.  
Yes-Peckinpaugh; Eller; Schaefer, Jr.; Barie; Woodbury; Lemley.  
No-Miller; Frieden.  
Motion carried.

Motion by Barie,

Seconded by Peckinpaugh,  
To increase the rush fee to \$20.00 per piece.  
Yes-Peckinpaugh; Eller; Schaefer, Jr.; Barie; Woodbury; Lemley.  
No-Miller; Frieden.  
Motion carried.

Motion by Peckinpaugh,  
Seconded by Eller,  
To increase the fee for a duplicate membership card to \$20.00.  
Yes-Peckinpaugh; Eller; Schaefer, Jr.; Barie; Lemley.  
No-Miller; Frieden; Woodbury.  
Motion carried.

Discussion opened on sending the Secretary to the NABC in Brandon, Manitoba.

Motion by Barie,  
Seconded by Eller,  
To send the Secretary to the NABC.  
Yes-Peckinpaugh; Eller; Schaefer, Jr.; Barie; Woodbury; Lemley.  
No-Miller; Frieden.  
Motion carried.

Motion by Peckinpaugh,  
Seconded by Lemley,  
To move into executive session for Board Appeals.  
Motion carried unanimously.

Motion by Woodbury,  
Seconded by Frieden,  
To move out of executive session.  
Motion carried unanimously.

Motion by Miller,  
Seconded by Eller,  
To adjourn.  
Motion carried.  
Meeting adjourned at 8:09 p.m.