

Belgian Draft Horse Corporation of America
Board of Director Meeting – May 4, 2018

The board meeting was called to order at 9:02 a.m. by Walter Schaefer, Jr. at the Belgian Draft Horse Corporation Office in Wabash, IN. The following were present for the meeting: Levi Beachy, Jim Carey, David Flickner, Matt Frieden, Jenna Hovermale, Gary Miller, Larry Piergallini, Walter Schaefer Jr, Dean Woodbury, and Teresa Zube.

Todd Adams from State Farm Insurance presented the different insurance policies to the board.

He went over the policies that are held for the corporation. They include a Business Office Policy, Misc. Items Policy, Fidelity Bond, and Commercial Liability Policy. Jim Carey requested that we take photos or get a video of the office in case of damage or theft. Teresa asked about the Corporations special items and their value. It was noted that if we do not have record of their value we might need to look into getting an appraisal on items we are unsure about. Larry asked Todd about if the Corporation or Board/office were to get sued. Todd will check on our coverage and report back to Jenna. Teresa asked about the Auto Policy and if Jenna were driving for the Corporation would the insurance cover an accident. Todd was going to double check the policy and report back to Jenna.

Minutes:

Minutes were presented for approval from the December 12, 2017 Conference Call.

Jim Carey moved to approve the minutes.

The motion carried unanimously.

Minutes were presented for approval from the April 3, 2018 Conference Call.

Teresa Zube moved to approve the minutes.

The motion carried unanimously.

Financials:

Financial reports were presented for the fiscal year to date. Jenna made note to get the memos to show at the beginning of the ledgers and also flip the pages to be easier to read in the notebooks.

David Flickner moved to accept the financial report.

The motion carried unanimously.

President's report by Walter Schaefer Jr:

Enthusiasm within the Belgian Horse industry is high, prices on sales reports are high, and our numbers are high. New memberships are still increasing. The Board is keeping active involvement. Level of detail is high to remain transparent. Committee involvement is encouraging.

Secretary's Report by Jenna Hovermale:

At quarters end registrations are up from last year but transfers are down. It is hard to predict this time of year because we are in the middle of processing multiple sales. We are on track to having another profitable year. All remodeling of the office has been done and we are back to having everything unpacked and in place.

The registration, transfer, duplicate, and misc. forms need to go through a revision process. They are outdated and need a professional update. Jenna would like to work with a design group to update all forms before the December meeting.

Gary Miller moved to budget \$1000 to update the forms.

Motion passed unanimously.

The office brought some suggestions on changing the transfer timing to allow for more time before the pricing changes due to concerns they hear from members.

Gary Miller moved to change to transfer fees to be:

Members

0-60 days from the date of sale.....\$30.00

61 days- 6 months from the date of sale...\$50.00

Past 6 months from the date of sale.....\$140.00

Non-Members

0-60 days from the date of sale.....\$45.00

61 days- 6 months from the date of sale...\$80.00

Past 6 months from the date of sale.....\$170.00

Motion Passed unanimously

Jenna has seen an increase to the amount of people who visit the Belgian Corporation booth at sales. People often turn in paperwork or ask questions. The booth is in need of updates. Jenna proposed that the Corporation get new table covers, chair covers, banners, a mifi device (for internet), and tables.

Teresa Zube moved to budget \$2000 for upgrades to the booth.

Motion passed unanimously

Committee Reports:

Personnel Committee report by Walter Schaefer, Jr:

Walter will be contacting the committee this summer and updates will be coming in December.

Bylaws Committee update by Teresa Zube:

The bylaws committee has finished making updates to the bylaws and submits the following changes for the board's approval:

Jim Carey moved to amend the preface to read:

These Bylaws are for the use of all persons or entities registering and transferring purebred Belgians. By observing them, anyone doing business with the Corporation will avoid difficulties and help to make certain the accuracy of the certificates of registry and transfer issued by the Corporation. Failure to observe them may lead to loss of the privileges of the Corporation and possible legal entanglements.

Motion passed unanimously

Matt Frieden moved to amend Article I Title, Location, Object and Corporate Seal, to read:

Section 1. Title

The name of the Corporation is Belgian Draft Horse Corporation of America.

Section 2. Location

The location of the principal office shall be in the city of Wabash, state of Indiana.

Section 3. Object

The object of the Corporation is to keep and maintain a registry of purebred Belgian Draft horses and for the advancement of the interests of the Belgian Draft Horses in America and to do any and all things that may be necessary to properly conduct the business of the Corporation.

Section 4. Corporate Seal

The Corporation shall have a corporate seal which shall consist of a circular die upon which is engraved, "Belgian Draft Horse Corporation of America" and at the bottom the word "Seal" and in the center a horse's head. The impression is as follows:



Motion passed unanimously

Dean Woodbury Moved to amend Article II Membership and Fees, to read

Section 1. Members

Upon application, qualification, determination that the applicant is actively engaged in Belgian activity; is a United States citizen or recognized entity incorporated or organized under United States Law or any of its states; and, payment of the requisite fee, the recipient, during the designated period of eligibility, shall be entitled to the indicated membership privileges and, if an individual 18 years or older, shall be entitled to the indicated member privileges one vote on membership matters subject to these Bylaws. Any person, who is not a United States citizen or entity outside of the United States that was a valid member at the passage of the bylaw amendments on May 4, 2018 will be grandfathered in as a member. 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 of their incorporation.*
- d. Partnership. Partnerships, general or limited, in good standing in the state of their organization.*
- e. Limited Liability Companies and Limited Liability Partnerships. Limited liability companies and limited liability partnerships in good standing in the state of their organization.*
- 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 only 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 Bylaws. 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 or e-mail. 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

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 Bylaws. 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 Bylaws 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 Bylaws.

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.

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 one 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.

Motion passed unanimously

Dean Woodbury moved to amend Article III Meetings and Elections, to read:

Section 1. Annual Meeting

The annual meeting of members of this Corporation shall be held at such place and time as the Board of Directors may designate. At such annual meeting, the members shall elect three directors, as provided in Section 7 of Article III of these Bylaws. Provided, should a director die, resign, or be unable to serve out his/her term for any reason, then the current Board of Directors, by majority vote, shall select a member to serve in that director's place until the next annual election. At the next annual meeting after that director's death, resignation or inability to serve, the members shall also elect a new director to fill that vacancy for the balance of that director's term. The members shall also transact such other business as may properly come before the meeting pursuant to the other terms of these Bylaws.

Section 2. Order of Business for the Annual Meeting

- 1. Meeting called to order**
- 2. President's address**
- 3. Reading and approval of minutes of preceding meeting**
- 4. Report of Secretary**
- 5. Report of Treasurer**
- 6. Report of Standing Committees**
- 7. Unfinished old business**
- 8. New business**
- 9. Election of Directors**
- 10. Adjournment**

Section 3. Special Meetings

A special meeting of the members may be called at any time for any purpose by the President or a majority of the Board of Directors or by a majority of the active membership. In order for a special meeting to be called by the active membership, a petition signed by the majority of the active members must be received by the Secretary of the Belgian Draft Horse Corporation of America via United States mail.

Section 4. Procedure

Robert's Rules of Order shall govern the annual meeting, special meetings and meetings of the Board of Directors when not inconsistent with these Bylaws, but special rules of order for the government of meetings of members or the Board of Directors may be made at any time by the Board of Directors.

Section 5. Notice of Meeting Notice of the annual meeting of the members and of any special or other meeting of the members shall be given by the Secretary, in writing, to each member entitled to receive the same by delivering personally or depositing such a notice in the United States mail, postage prepaid, and addressed to such respective member at the address of such member as shown by the books of the Corporation at least 30 days prior to said meeting. This process will be followed unless the member specifies to the Corporation, in writing, that they would like to receive this notice via electronic mail. Said notice shall briefly state the place, day, hour and purpose of said meeting.

Section 6. Quorum

Not less than ten members shall be necessary to constitute a quorum, for the transaction of business at any annual or special meeting of the members.

Section 7. Method of Electing Directors

- a. The six Directors, not up for election, by majority vote, will pick the Chairperson and members for the Nominating Committee. The Nominating Committee shall consist of three active members of the Corporation, one of whom shall be the Chairperson. Said Committee to be composed of one Director not then up for election, and two other active members who hold no office. In the event that there is a tie in the vote of the Directors for the choice of the Chairperson and/or Nominating Committee, the President will be responsible for breaking the tie.**
- b. The members of this Committee shall be notified of their appointment by the Nominating Committee Chairperson and shall be informed with regard to their duties of proposing the names of duly qualified persons to be placed on the ballot for the next coming election. Said names will remain confidential until notification has been made to the Board of Directors.**
- c. This Committee shall be called together by the Nominating Committee Chairperson on or before March 1 next following, by which time they will have had an opportunity to consider names for nomination to the office of Director. The Board of Directors' nominees will be finalized at the spring Board of Directors' meeting. Notification to nominees will be handled by the Nominating**

Committee Chairperson. At the time of notification, the nominee will be informed of the role of a Board of Director and its expectations and will be asked for their decision as far as acceptance. All Board of Director nominees must be active members of the Belgian Draft Horse Corporation of America.

- d. *There shall be two candidates named for the office of each Director whose term is expiring and two candidates named to fill any vacancy for the unexpired term of any Director which has occurred for any reason or cause during the current year. In that instance where more than three Directors are being elected because one or more Directors are unable to complete their term, for any reason, then all persons nominated for the seats for all Directors shall be listed on one ballot and the number of nominees that coincide with the number of Directors' positions being filled who receive the most votes shall be elected as Directors. There shall not be a separate ballot or a separate portion of the ballot for those Directors being elected to serve out the term of a Director or Directors who have failed to serve his/her unexpired term. The three nominees who receive the highest number of votes will fill the term of the three directors whose three year term is normally expiring. In the instance that a directors term has terminated prior to the normal three year term then the nominee(s) that have the next highest votes will fill the open term(s).*
- e. *After the selection of candidates has been agreed upon by the Nominating Committee, the nominees should remain confidential until the Nominating Committee Chairperson has informed all Board of Directors. The Secretary shall prepare a printed ballot, and mail the same to all active members at least 30 days prior to the annual meeting, on which the names appear as chosen by the Nominating Committee. Three blank lines shall be provided on the ballot beneath the names of the candidates, to permit any active member to write in the name of a candidate of their own selection.*
- f. *As quickly as the ballots have been printed and in conformity with the provisions of Section 7, Article III of these Bylaws, but 30 days prior to the annual meeting, the Secretary shall mail to each active member of this Corporation, a ballot and a business reply envelope. The member, upon receipt of the ballot, shall record their vote by making the usual "X" next to the names of the candidates of their choice. They shall then place their ballot in the business reply envelope and seal the same. They shall then sign their name over the word "Signature", which appears on the back of the outside envelope addressed to said firm responsible for counting said ballots so that their signature shall partially appear on the flap and partially on the back of said envelope.*
- g. *All ballots must be received by said firm at least seven business days prior to the date of the annual meeting.*
- h. *Said accounting firm shall open ballots and tabulate, certifying results and placing its tabulation in a sealed envelope for delivery to the Secretary of the Corporation. Said envelope will be opened during the annual meeting, but not before, and the results disclosed.*
- i. *Should a tie result between two candidates for the final position in an election, a winner will be declared by a majority vote of the active members present at the annual meeting.*
- j. *Any active member or board of director(s) may request a recount within two business days following the annual meeting provided:
 - i. *Fewer than five votes separate the two candidates in question; and,*
 - ii. *The active member or board of director(s) requesting the recount pre-pays current recount fee charged by the Corporation's accounting firm.**

Motion passed unanimously

Gary Miller moved to amend article Article IV Board of Directors, to read:

Section 1. Number of Directors

The property, funds and affairs of the Corporation shall be managed and controlled by a Board of Directors consisting of nine members. Each of the said Directors shall hold office until their successor is duly elected and qualified.

Section 2. Regular Meetings

Regular meetings of the Board of Directors shall be held in conjunction with the annual meeting of the members and a separate spring meeting.

Section 3. Special Meetings

Special meetings of the Board may be called by the President or by a two-thirds vote of the Board.

Section 4. Place of Meeting

The Board of Directors as they may from time to time by motion determine, hold its meetings, regular or special, at any place other than the office of the Corporation and may at any such meeting transact all business the same as if called at the regular place of business. Otherwise, all meetings of the Board of Directors shall be held at the office of the Corporation in the city of Wabash, in the State of Indiana. Special meetings may be held remotely, via electronic methods, based on a two-thirds vote of the Board of Directors.

Section 5. Notice of Meetings

Notice of regular and special meetings shall be sent to each Director by the Secretary at least ten days prior to the date of such meeting unless a unanimous vote of the directors waive the notice requirement.

Section 6. Vacancy

Any vacancy occurring in the Board of Directors, caused by death, resignation, or otherwise shall be filled by a majority vote of the remaining members of the Board until the next annual meeting of members. In the event of a tie, the President will act as tie breaker.

Section 7. Quorum

Two-thirds of the whole Board of Directors shall be necessary to constitute a quorum thereof, except for the filling of vacancies which is referenced in Section 6 above.

Section 8. Expectations of Board Member/Qualifications

To be considered as a director nominee and/or serving director, that person must comply with the following:

- a. Be an active member in good standing of this Corporation.*
- b. Not have an adult felony criminal conviction.*
- c. Not communicate discussions, communications, opinions or information derived from executive sessions of the Board of Directors.*
- d. Have no unexcused absences from scheduled or special board meetings.*
- e. Violation or breach of one or more requirements of Board Members as outlined in the document "Requirements of a Director of the Belgian Draft Horse Corporation of America".*

Any violation, deviation and/or breach of the above expectations will facilitate board review and could lead to disciplinary action up to and including removal as a director of the Corporation, however, requiring a two-thirds vote of the directors subject to requirements of Section 5 and 7 of this article and Article X.

Motion passed unanimously

Teresa Zube moved to amend Article V Officers and Duties, to read:

Section 1. Officers

The Officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer who shall be chosen by the Board of Directors and such Officers shall hold office for the period of one year, except for the secretary/treasurer role who is an employee at will, and/or until their successors are duly elected. Such Officers shall be elected from the members of the Board of Directors, except the Secretary and Treasurer, who need not be members of the Board. The offices of the Secretary and Treasurer may be held by the same person.

Section 2. President

The President shall preside at all meetings of the members of the corporation and of the Board of Directors. The President shall see that the Bylaws, rules and regulations of the Corporation are enforced and shall perform all other duties that may be prescribed from time to time by the Board of Directors. The President shall be ex-officio member of all committees. The President shall appoint board members to the appropriate Corporation committees as well as appoint the chairperson for each of the committees. The committee chairperson in conjunction with the other board members on the committee will determine if at large members are needed for the committee and if so, who that member(s) might be. The chairperson of the committee(s) will then take the recommendation for their committee back to the Belgian Draft Horse Corporation of America Board of Directors for their approval. Approval will require a majority vote. This will be a yearly review and appointment process. In case of death, failure, refusal or inability of a member of any committee to act, such vacancy shall be filled by appointment by the President for the unexpired term.

Section 3. Vice-President

In the absence of the President, the Vice-President shall have the powers and shall perform the duties of the President and such other duties as may be prescribed by the Board of Directors.

Section 4. Secretary

The Secretary shall keep the minutes of all members' and Directors' meetings. The Secretary shall be the custodian for the safekeeping of all documents and records of the Corporation and shall have authority to issue certificates of registry and transfer. The Secretary shall execute the certificates of registry and transfer demanded and proper to be issued by this Corporation and shall keep a record of the same. The Secretary shall collect all monies due the Corporation for registration and transfer or from any other source, and shall pay all such monies to the Treasurer. The Secretary shall be an ex-officio member of all committees appointed by the President or the Board of Directors. The Secretary shall make a report to the Board of Directors when requested and an annual report to the members at their annual meetings.

Section 5. Treasurer

The Treasurer shall receive all monies from the Secretary. The Treasurer shall disburse the same only upon itemized demands and upon the order of the Board of Directors. The Treasurer shall make a quarterly report to the Board of Directors in detail, and an annual report to the members at their annual meetings.

Section 6. Auditing of Accounts

The Board may request a commercial audit of accounts of the Secretary and Treasurer (or Secretary-Treasurer as the case may be). Audit shall be made by a Certified Public Accountant, selected by the Board of Directors, and shall be reported to the annual meeting of members next held. Such Accountant shall be a disinterested person and not a member of this Corporation.

Section 7. Surety Bonds.

The President and Treasurer shall each be given a surety bond to be furnished at the expense of the Corporation for the faithful discharge of their duties. It will be at the discretion of the Board of Directors to determine if other personnel, members or Directors will be furnished with the same.

Section 8. Vacancies

All vacancies in the officers of the Corporation caused by death or otherwise shall be filled by majority vote of the Board of Directors, unless there is a tie in which the President will act as tie breaker. No vacancy shall be filled to a time extending beyond the next succeeding annual meeting.

Motion passed unanimously

Jim Carey moved to amend Article VI Rules of Registration, to read:

Section 1. General Requirements

Any person, persons or legal entity recognized by the Corporation, requesting registration of a Belgian horse must conform to all the requirements, rules and regulations of the Corporation pertaining thereto. To register a horse with the Belgian Draft Horse Corporation of America, the horse must be registered by and in the name of the owner of the dam at the time of foaling; provided further, that in order to register the horse, the dam and sire of said horse must be properly registered and transferred on the records of the Corporation.

Section 2. Application for Registration

- a. Before any horse shall be registered with the Belgian Draft Horse Corporation of America, an application for registry shall be made on forms furnished by the Corporation. Such application must be signed by the recorded owner of the sire at the time of service and by the recorded owner of the dam at the time of service and the recorded owner of the dam at the time of foaling, unless a separate stallion service certificate is completed and submitted. If a transfer application was completed by owner of the dam at time of breeding and appropriate service documentation is completed, the breeder's certificate section of the foal registration application may be skipped.*
- b. Such application must contain the sex, name, color and description of other identifying marks, diagram showing white markings and other identifying marks, date of foaling, the name and address of the owner of the dam at time of foaling, the names and addresses of owners of the sire and dam at time of service, the names and registry numbers of the sire and dam, photographs, if requested, and such other information as the Board of Directors, or Secretary, may from time to time require.*
- c. When the proper showing has been made as herein required and the proper fees paid, as set forth by the published fee schedule of the Corporation, then said animal shall be accepted for registration and the certificate of registry of the Corporation may be issued.*
- d. Each certificate of registry shall carry a reproduction of the diagram showing white markings and any other marks of identification as shown on the original application for registry. The Corporation and its officers shall use diligence in securing true information in connection with the registration of any and all animals recorded by it. Neither the Corporation nor its officers shall be answerable in damages for the issuance of any certificate of registry made, in conformance to information furnished by the applicant for entry. The fees for registering Belgian horses, providing duplicate registrations, corrected registrations, rush fees, name changes or any other fees be set and published by the Board from time to time and those fees are incorporated herein as if fully rewritten. The filing of an application for registry or any other documents accompanied by the proper fees, shall not constitute a liability on the part of the Corporation. The Corporation has the right to investigate the application and make a determination about its truthfulness and authenticity. The acceptance of the application and the receipt of the proper fees that later proves to be inaccurate or improper does not impose a legal liability or responsibility upon the Corporation. Likewise, the rejection of the application and the accompanying fee because the Corporation believed that the application was improper or inaccurate, but later proves to be accurate and proper does not impose a legal liability upon the Corporation.*
- e. Upon the death or taking out of service of any animal registered in this Corporation, the certificate of registry shall be surrendered by the owner to the Corporation for cancellation, after which it may be returned to the owner upon their request. Where a registered stallion has been castrated, and the owner desires that the horse be indicated as a registered gelding and the owner may request a corrected certificate pursuant to Section 8 below.*

Section 3. JEB Testing & DNA Profile

- a. DNA requirements: All sires of foals must be DNA profiled. All mares foaled in 2015 and after must be DNA profiled at the time of registration. These tests must be done through the Corporation, at the Corporation approved laboratory, with all fees paid in advance. Horses to which a registration number is issued, at the discretion of the Corporation, will be subject to verification of parentage and DNA profiling. If the results of the parentage verification or DNA profiling indicate an error then the cost of testing will be paid for by the person or entity committing the error.*
- b. JEB requirements: All sires entering into service after November 1, 2002 must be JEB tested and results printed on the certificate of registry or be "parentage verified JEB non-carrier". "Parentage Verified JEB Non-Carrier" will be documented on the certificate of registration provided the foal is DNA tested and one of the following conditions is met:*
 - i. Both parents are JEB tested Non-Carriers.*
 - ii. One parent is a JEB tested Non-Carrier and one parent is a Parentage Verified JEB Non-Carrier.*
 - iii. Both parents are Parentage Verified JEB Non-Carriers.*

- c. *The fees for DNA and JEB kits shall be determined by the Board of Directors and incorporated into the fee schedule that is periodically updated and provided to any member or non-member that so requests.*

Section 4. Requirements for Registry of Foals by Artificial Insemination

- a. *When the certificate of registry is issued it will be identified as an AI conception. The Corporation may, where chilled semen is used, at any time and at the expense of the mare owner, require parentage verification of foal to be recorded. All other requirements as set by these Bylaws for the dam and sire shall apply to foals conceived by artificial insemination.*
- b. *Where frozen semen is used, the following rules apply:*
 - i. *All other requirements as set by these Bylaws for the dam and sire shall apply to foals conceived by frozen semen.*
 - ii. *All foals conceived by way of frozen semen shall be subject to all normal registration rules provided for in this Article.*
 - iii. *The Corporation may, where frozen semen is used, at any time and at the expense of the mare owner, require parentage verification of foal to be recorded.*
 - iv. *Rules and requirements of frozen semen are effective January 1, 2018 and shall apply to all semen frozen on or after that date.*
 - v. *The Corporation shall furnish a Retained Frozen Semen Report and it shall be completed and submitted to the Corporation by January of the following year, unless semen is being sold earlier at which time the Retained Frozen Semen Report will have to be filed then. There shall be no fee for filing the Retained Frozen Semen Report.*
 - vi. *The Corporation shall furnish a Frozen Semen Certificate which would be utilized per breeding and not per straw and will be required for each breeding of an out of herd horse. These certificates will be purchased by stallion owner. The utilization of a Frozen Semen Certificate shall not be required by the stallion owner if the frozen semen is utilized within the stallion owner's own herd (meaning mares are registered in stallion owner's name), unless the stallion is sold, or deceased, or semen is sold or transferred to another owner.*
 - vii. *Frozen Semen Certificate(s) can be transferred by properly completing the Frozen Semen Certificate Transfer and paying the transfer fee as set by the Corporation fee schedule.*
 - viii. *If a stallion is sold and semen is retained by the prior owner, then Frozen Semen Certificate(s) must be purchased previous to the date of the sale of the stallion.*
 - ix. *If a stallion dies, the stallion owner at the time of death, will have 30 days to purchase Frozen Semen Certificate(s). In the instance that the owner dies within 30 days of the death of the stallion, his/her estate will have one year to purchase the Frozen Semen Certificate(s).*
 - x. *If the owner of the Frozen Semen Certificate(s) dies, his or her estate will have up to one year to make a transfer of the Frozen Semen Certificate(s) to the new owner by properly filing that transfer with the Corporation per the identified Corporation fee schedule. However, in the event of a death of a lifetime member that has a joint membership with a spouse or family member and the Frozen Semen Certificate(s) is registered in the same manner, the Frozen Semen Certificate(s) will transfer to the surviving member at no cost.*
 - xi. *Fees for the Frozen Semen Certificate Transfer will be subject to the fee schedule determined by the Board of Directors and incorporated into the fee schedule which is periodically amended and provided to members and non-members at their request.*

Section 5. Requirements for Registry of Foals by Embryo Transfer

The normal rules of registration as provided by this article, shall apply to foals born by embryo transfer as well as to the sire and the donor dam.

- a. *Both the sire and the donor mare must be DNA profiled and JEB status known and recorded with the Corporation, prior to registry of any embryo.*
- b. *Each individual embryo must be registered with the Corporation on forms provided and fees as determined by the Board of Directors.*
- c. *The embryo transfer foal shall be subject to all normal registration rules provided for in this Article. The embryo registration certificate is made part of the registration certificate prior to registration. All registration requirements will be conducted at the owner's expense following the fee schedule set forth by the board, and by surrendering the embryo registration certificate.*
- d. *The transfer of an embryo abides by the same rules and regulations as written in Article VII and using the application for transfer forms provided by the Corporation.*

Section 6. Change of Name

The name of a registered animal can be changed provided that the fee for same has been paid and the proper application made to the Corporation and the following criteria have been met:

- a. *Animal has not reached thirty-six months of age;*
- b. *Animal has not reproduced or sired;*
- c. *Written consent of original applicant for registration has to be submitted to the Secretary of the Belgian Draft Horse Corporation of America.*

Section 7. Duplicate Certificates

A duplicate may be procured by the applicant making an application that they are the owner and in possession of the animal, frozen semen, and/or embryo and that they had possession of said original certificate but that the same has been lost or destroyed and by stating in the application the circumstances under which said certificate was lost or destroyed. A fee for duplicate certificate of registration, Frozen Semen Certificate and Embryo Registration Certificate shall be included in the fee schedule provided by the Corporation.

Section 8. Rewritten or Corrected Certificates of Registry

- a. *The applicant may be required to complete a corrected application or provide photos as necessary at the discretion of the Corporation.*
- b. *Where a registered stallion has been castrated and the owner of that gelding desires the gelding to be indicated as registered, then the owner of that gelding may apply with the Corporation by filling out the required forms and submitting the appropriate fees as determined by the published fee schedule.*

Yes: Levi Beachy, Jim Carey, Matt Frieden, Gary Miller, Larry Piergallini, and Teresa Zube.

No: David Flickner and Dean Woodbury

Motion Carried

Larry Piergallini moved to amend Article IX Importations, to read:

Section 1. Limitations of Importation

- a. *The Corporation will only accept for registry native purebred horses from Canada.*
- b. *The definition of a native purebred horse is one that is bred and owned in the United States or Canada and its origin can be traced back to the registered sire and dam in the Belgian Corporation of America registry or the Canadian Belgian registry. Regardless of the language contained above, the Corporation will not accept horses imported from Canada, if a dam or sire in the pedigree were imported into Canada from another country or territory other than the United States.*
- c. *The applicant must comply with all rules and guidelines for registry and transfer along with the fee schedule of this Corporation. The above language or requirements will take effect 1/1/2019 for applications of registry for imported horses.*

Motion passed unanimously

Matt Frieden moved to amend Article X Violation of Rules or Bylaws; Impositions of Sanctions and Suspensions, to read:

Section 1. General Being a member of and/or doing business with the Corporation is a privilege and not a right. All members and non-members doing business with the Corporation agree to be subject to these Bylaws and, in particular, this article.

However, the Corporation, its Officers, Directors and Employees shall not be liable in damages to anyone against whom a grievance has been filed, whether such person or entity was found innocent or guilty of the grievance.

Section 2. Expectations

- a. *Dealing in Certificates of Registry for the purpose of defrauding or misleading is prohibited. Anyone who sells or offers for sale or exchange or gives away, any Belgian Certificate of Registry, or anyone who purchases or accepts or uses such certificate of registry in violation of any of the provisions of these Bylaws, shall be subject to the terms of this article.*
- b. *Anyone who willfully misrepresents the age of an animal, the color or description, the owner of the sire or of the dam or both, the owner of the animal at the time of registration or who makes any other misrepresentation not herein enumerated in connection with the registration or transfer of any animal shall be subject to the terms of this article.*
- c. *Anyone doing business with the Corporation, in any form or manner, who knowingly makes a misrepresentation, shall be subject to the terms of this article.*

Section 3. Filing of a Grievance

Whenever there is an issue, complaint or grievance (hereinafter, collectively referred to as a grievance) that a member of the Corporation or the Board of Directors believe justifies a hearing before the Board of Directors, then that member or the Board of Directors shall be required to complete the form entitled "Belgian Draft Horse Corporation of America Grievance Process". Said form shall be provided by the Corporation at request. Said form shall be completed in its entirety by the person or entity submitting the grievance and presented to the Secretary. Non-members do not have the privilege of filing a grievance. However, a grievance can be filed against a non-member, a member, a Corporation, director, officer or anyone doing business with the Corporation.

Section 4. Notice of Hearing/Date of Hearing

Upon the filing of the grievance, the Secretary, after conferring with the Board, shall send by certified mail a Notice of Hearing to be held before the Board of Directors. Said hearing shall be set for a date not more than 30 days after mailing the Notice of Hearing. At the sole discretion of the Board of Directors, said hearing can be continued to another date and time, upon which the Secretary shall notify all parties of the new date and time. Provided, however, said hearing shall not be extended beyond the next Annual or Spring meeting of the Board of Directors occurring after the initial 30 day hearing date.

Section 5. Place of Hearing/Attendance

The place of hearing shall be at the offices of the Corporation at Wabash, Indiana, or any other location as set by the Board of Directors. At the discretion of the Board of Directors, said hearing may be attended by electronic communication. Attendance of the person or entity filing the grievance at the hearing will be necessary. Attendance at the hearing by the person or entity who the grievance was filed against is optional. However, should the person or entity who the grievance has been filed against chooses not to attend the hearing, then that person consents to permitting the Board of Directors to make a decision or imposing suspensions or sanctions in their absence and said decision, sanction and/or suspension shall be final.

Section 6. Hearing

The member who filed the grievance, or the Board of Directors, if it filed the grievance, and the accused may present any report, evidence, witnesses, experts and may be represented by legal counsel at the hearing. The hearing shall be informal and the rules of evidence, both at common law or provided by Indiana rules of civil or criminal evidence, need not be strictly observed. The standard by which admissibility is determined is whether the evidence is such that any ordinary prudent person is willing to rely upon.

The Board of Directors have the right to investigate the allegations contained in the grievance by speaking to and calling witnesses; requesting and inspection of documents; requesting the attendance of witnesses at such hearing; and, inspect and test the horse or horses involved. Such horse or horses may be inspected upon the premises of the owner or wherever such horse or horses may be, and it shall be the duty of such owner or owners to locate and present the horse or horses, which corresponds with the Certificate or Certificates of Registry, Transfer or Grievance in question. If the accused or person who has control of the horse or horses refuses to present the horse or horses or its requested paperwork or any questions regarding the horse or horses or cooperate with the investigation, then said refusal or lack of cooperation may be considered as evidence that a violation has occurred.

Section 7. Penalties, Sanctions, Suspensions and Fines

After the hearing and due consideration of all evidence presented, the Board of Directors shall, by at least a majority vote of the quorum present, (unless the grievance involves a Director or Directors' duty, then Article IV shall apply) decide whether the violation has occurred. If, in fact, a violation has occurred, then by at least a majority vote of the quorum of Directors present, the Board shall be able to impose any and/or all of the following:

- a. Permanently or conditionally strike or amend the certificate or transfer on the records of the Corporation;*
- b. Permanently or conditionally strike or amend the registration of the descendants of the subject horse or horses;*
- c. Refuse to allow the horse or horses involved to participate in any of the Corporations programs or activities;*
- d. Fining anyone who participated in the violation;*
- e. Refuse to receive any further paperwork (i.e. registration applications, transfers, membership applications, frozen semen filings, embryo filings, paperwork, etc.) or do any further business of any type with the violator;*
- f. Suspend/cancel the membership of any violator;*
- g. Publish the name of the violator by such means as the Board of Directors deem appropriate; and,*
- h. Any person or entity found guilty of the grievance, wherein the Corporation has incurred any expense in investigating the matter involved, the Board may assess the expense and costs of such investigation upon the violator.*

Section 8. Suspension from Other Breed Registry

The Board shall have the right of power to apply any of the penalties/sanctions described in

Section 7 of this Article, if the Board of Directors after complying with all other Sections of this Article, including notice and conducting a hearing, that the person or entity has been suspended or expelled from not permitted to do business with any other Breed Registry.

Section 9. Restoration of the Right to do Business and Restoration of Membership

Notwithstanding anything contained in these Bylaws to the contrary, the Board of Directors, by two-thirds vote, may restore to good standing, including the right to do business and renew a membership, to any person or entity who was previously denied those rights pursuant to this Article.

Section 10. Grievance Process

In the event of filing a grievance by anyone related to business dealings affecting the Belgian Draft Horse Corporation of America (ie registrations, transfers, membership and all general business), the Corporation reserves the right to suspend any business with that person or entity until all information is gathered and the grievance has been resolved.

Motion passed unanimously

David Flickner moved to amend Article XII Legal, to read:

Section 1. Debt or Legal Obligation

No officer, director or member of the Corporation shall contract any debt in the name of the Corporation except upon written authorization from the Board of Directors.

Section 2. Corporation Records

The Corporation retains sole ownership of any all Corporation records including issued certificates of registry and intellectual property. Further, the recorded owner(s) on the certificate of registry is not a final adjudication or legal determination of ownership or legal title.

Section 3. Choice of Law/Venue/Jurisdiction

The laws of the State of Indiana shall govern the interpretation and validity of these Bylaws and also all complaints, actions, claims, and disputes involving this Corporation and its Directors, Members, Non-members, Complainants, Claimants and Creditors. The jurisdiction and the venue for all such complaints, actions, claims and disputes arising from the operations of the Corporation and its dealing and business with, and/or for Directors, Members, Non-Members, Complainants, Claimants and Creditors shall be in Wabash County, State of Indiana and the Directors, Members, Non-Members, Complainants, Claimants and Creditors waive their right to remove any such complaints, actions, claims and disputes to any other venue or jurisdiction, including Federal Court.

Section 4. Modifications.

Based on an evolving business landscape, changes in technology, changes in learning, etc. the Board of Directors of the Belgian Draft Horse Corporation of America reserves the right to change these bylaws as needed to meet the needs of this changing landscape.

Motion passed unanimously

Levi Beachy moved to amend Article XIII Amendments, to read:

Section 1. Changes to the Bylaws

Any Bylaw may be repealed, modified, altered or amended, or new Bylaws adopted at any regular or special meeting of the Board of Directors by a two-thirds vote of the board.

Section 2. Review of the Bylaws

The Bylaw Committee will complete a review of these entire bylaws every five years.

Motion passed unanimously

New Business:

The board discussed the purpose of the Alliance and the difference between the Alliance and the Corporation. By having the Alliance and Corporation separate we protect our registry. You can compare it to two separate LLC's. Each one stands on its own so if something happens to either entity the other one remains the same. This would protect the registry and its assets. The Belgian Corporation is responsible for the registry including registrations, transfers, memberships, past records and other registry matters. The Alliance is the promotional arm for the Belgian Horse. It includes programs that promote the breed, shows, educates the public, and encourages youth involvement. The Alliance board members consist of 9 individuals. 5 are from the Corporation membership at large. Those 5 are elected by a vote from the Corporation board and Alliance board members. Each of them serves a 3 year term. The Corporation President and 3 Corporation Board members make up the remaining 4 spots on the Alliance Board. Also the Corporation Building, Furniture, Equipment, Ect.. is all owned by the Corporation. Jenna is going to send out this information in an email as well as a reminder.

Larry Piergallini moved to go into executive session at 4:19 pm.

Motion passed unanimously

Gary Miller moved to go out of executive session at 4:41 pm.

Motion passed unanimously

The board discussed sponsoring at Horse Progress days instead of bringing the booth to the event since we normally don't have many visitors at the booth but would still like to support the event.

Gary Miller moved to budget \$500 towards a sponsorship.
Motion passed unanimously.

Teresa moved that the Belgian Corporation form a Financial Committee.
Motion passed unanimously.

Walter Schaefer, Jr appointed Larry Piergallini as chair of the financial committee and Dean Woodbury as a committee member.

Gary Miller moved that Jonathan Cush be asked to join the financial committee.
Motion passed unanimously.

The Board agreed that at large members are needed on committees. It creates transparency and helps recruit for board candidates. When choosing committees in December, Jenna will work with the committee chairs to make sure that they have a plan for at large members.

The standard operating procedures document was discussed. Jenna is going to work on it and committee timeline/description documents. She will update the board on her progress in December.

Committee Reports:

Publications committee report:

Jenna is using QuickBooks for invoicing. She has been sending out invoices for those who still owe for past ads. Ordering a lower quantity of books seemed to work well. We need a way to track which books are being given to stores to sell so this can go into QuickBooks for next year.

Marketing and Events update by Jenna:

The booth is largely used by the Corporation for the membership to turn in paperwork and ask questions. This year the booth will go to Mt Hope, Topeka and the Expo. The winter shows will be decided in December.

National Belgian Show update:

Jimmie Pareo will be judging hitch and Luke Williams will be judging Halter.

Teresa Zube moved to contribute \$3000 toward the National Belgian Show for trophies.

Motion passed unanimously

National Belgian Futurity Update:

The 2 Year Old class will be added to the Merit program this year. There will be a Premier Breeder award and Champion Horse award.

Teresa Zube moved to contribute \$1500 to the National Belgian Futurity.

Motion passed unanimously

Hall of Fame update by Jim Carey:

This year the Hall of Fame Committee has chosen Keith Woodbury. Jim Richendollar will be writing the article for the Belgian Review.

Nominating Committee update by Levi Beachy:

The candidates will be announced in the summer newsletter. The following candidates have confirmed they will be running for a position on the board: David Flickner- Kingman, KS ;Marvin Michael- Claypool, IN; Steven Mrozinski- Rolling Prairie, IN; Corbly Orndorff- Waynesburg, PA; Dean J. Woodbury- Winchester, IN; Teresa Zube- Kiel, WI

Annual Meeting report:

Jenna and Levi Beachy are working with Jeff Conn at the Encore Resort in Berlin, OH on meeting details. They will include hotel block information in the summer newsletter for those members who want to book their rooms early.

Merit Committee update by Teresa Zube:

The 2 year old National Belgian Futurity classes will be added to the Merit program this year.

There were a couple situations where the number of horses shown wasn't accurate. We need to get out to all the shows participating in the program to educate the superintendents on the program as well as how critical it is that the information is timely and accurate that is submitted by the show.

We are still struggling (primarily on the Mare Cart) on getting accurate point totals as it relates to the Merit program. Even though we took a more real time management approach to this in 2017, we still had discrepancies. Some of the things we are looking at to improve upon this are as follows: Responsibility of mare/gelding owners to notify the Corporation office the Monday after the Louisville show with the names of horses used at what show so we can capture points accurately. If this isn't done, we will go with what is reported through the shows and recognize exhibitors accordingly.

There has been discussion of a new merit show for 2018 in LaPorte, IN. A formal submission was recently made by show personnel to recognize this show for 2018. The Committee has approved the request and in 2019 the show will become an official merit show. This will be announced at the Annual Meeting, through social media, in the Belgian Review and Summer Newsletter.

Larry Piergallini moved to contribute \$2000 towards Merit trophies and budget \$1800 for the Premier Sire, Dam and Exhibitor paintings.

Motion passed unanimously.

Trophies and Awards update:

Sue Friedan has been working to order the trophies for this year's state fairs.

Larry Piergallini moved to contribute \$1500 towards trophies.

Motion passed unanimously

Building and Maintenance update by Jim Carey:

The parking lot is in need of being sealed. We eventually need to look into a new sign out front and new conference room chairs as well.

Jim Carey moved that we budget \$2500 for sealing the parking lot.

Motion passed unanimously

Dean Woodbury moved to adjourn.

Motion passed unanimously.

Meeting adjourned at 7:00 pm.

Signed:

Jenna Hovermale

Secretary, Belgian Draft Horse Corporation of America