**Belgian Draft Horse Alliance**

**Board of Director Meeting- November 29, 2018**

The board meeting was called to order at 1:14 p.m. by Alliance Board President, Scott Seymour at the Berlin Encore Hotel in Berlin, OH. The following were present for the meeting: Justin Berry, Jim Carey, Lisa Eller, Matt Frieden Jenna Hovermale, David Moser, Chad Mrozinski, Walter Schaefer, Jr., Scott Seymour, and Teresa Zube.

**Minutes:**

Minutes were presented for approval from the May 5, 2018 board meeting.

David Moser moved to approve the minutes.

The motion carried unanimously.

Walter Schaefer, Jr. moved to publish the Alliance minutes in the Belgian Review.

The motion carried unanimously.

**President’s report by Scott Seymour:**

Scott has seen lots of excitement and participation in the industry and programs throughout the year. Participation at the Belgian Expo was overwhelming. Draft horse industry participation in general is high. As always there are obstacles to overcome and ways to improve. He has heard great feedback from the Corporation membership.

**Financials:**

Financial reports were presented for the current fiscal year to date. Jenna had met with Rea Logan to reorganize the financials to better represent the separate accounts. They added classes to show the different programs and were able to record beginning balances. Jenna will add the Raffle account and Belgian Expo to the chart of accounts on the summary page. Walter Schaefer, Jr. requested that Jenna work on adding some metrics and graphs to the reports.

Lisa Eller moved to accept the financial report.

The motion carried unanimously.

David Moser moved to publish the Alliance Balance Sheet in the review.

The motion carried unanimously.

**Old Business:**

Jenna and Justin Berry worked on making updates to the bylaws and submitted the following changes for board approval:

David Moser moved to rename ARTICLE VIII AMENDMENTS to ARTICLE VII AMENDMENTS

The motion carried unanimously.

Teresa Zube moved to amend ARTICLE VII to read:

***ARTICLE VII***

***AMENDMENTS***

***Section 1, By Board of Directors-Any Bylaws may be repealed, modified, altered or amended, or new Bylaws adopted at any regular or special meetings of the Board of Directors of the Belgian Draft Horse Alliance, Inc. by a two-thirds vote of the Directors.***

The motion carried unanimously.

Teresa Zube moved to amend ARTICLE I to read:

***ARTICLE I***

***TITLE, LOCATION, MISSION***

***Section 1. Title***

***The name is Belgian Draft Horse Alliance, Inc.***

***Section 2. Location***

***The location of the principle office of the Belgian Draft Horse Alliance, Inc. shall be in the city of Wabash, county of Wabash, state of Indiana.***

***Section 3. Mission***

***The Mission of the Belgian Draft Horse Alliance is to conduct continuous growth of the Belgian Draft Horse by providing: cultural, historical and education insight; supporting breeders, horse owners and events; supporting youth by developing promotional programs, granting gifts, and scholarships.***

The motion carried unanimously.

Jim Carey moved to amend ARTICLE II to read:

***ARTICLE II***

***MEETINGS***

***Section 1. Regular Meetings***

***Regular meetings of the Board of Directors shall be held in conjunction with the Belgian Draft Horse Corporation of America annual meeting of the members and a separate spring meeting.***

***Section 2. Special Meetings***

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

***Section 3. 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 4. 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.***

The motion carried unanimously.

David Moser moved to amend ARTICLE III to read the following and go into effect December 1, 2018:

***ARTICLE III***

***BOARD OF DIRECTORS***

***Section 1. Number of Directors***

***The property, funds and affairs of the Belgian Draft Horse Alliance, Inc. shall be managed and controlled by a Board of nine Directors with five at large from the Belgian Draft Horse Corporation of America membership; three Presidentially appointed from the Board of Directors of the Belgian Draft Horse Corporation of America by its Board President; and the Belgian Draft Horse Corporation of America Board President .***

***Section 2. Term of Directors***

***The term of each Director will be three years, at which time the Director will either be re-elected for another term or replaced by a majority vote of the sitting Directors of the Belgian Draft Horse Alliance, Inc. and the Board of Directors of the Belgian Draft Horse Corporation of America with the exception of the appointed Directors from the Belgian Draft Horse Corporation of America Board who will serve a one year term.***

***Section 2a. Nomination Procedure***

***A nominating committee will be appointed and confirmed no later than June 1st of each year. The committee will be selected in the following manner:***

* ***Two Board Members from the Belgian Draft Horse Alliance, Inc. will be appointed to the committee by their President***
* ***One Board Member from the Belgian Draft Horse Corporation of America will be appointed to the committee by their President.***
* ***The nominating committee will meet (conference call acceptable) to nominate candidates no later than July 1st.***
* ***Two candidates will be named for each position up for election as well as any other position where a vacancy for an unexpired term has occurred.***
* ***The Nominating Committee Chair will confirm the nominations,***
* ***The Secretary will obtain a candidate’s resume’ and prepare a ballot.***
* ***A copy of the candidate’s resume’ will be furnished along with a ballot and a self-addressed stamped envelope to each of the Board Members of the Belgian Draft Horse Alliance, Inc. and the Belgian Draft Horse Corporation of America.***
* ***A total of fourteen ballots will be distributed.***
* ***Ballots must be mailed out by the Secretary no later than November 10th and must be returned no later than the accounting firm 7 business days before the annual meeting. Ballots received after the 7 business days will not be counted. 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.***
* ***The accounting firm will tabulate the votes and the secretary will report the results to the Board Members of the Belgian Draft Horse Alliance, Inc., Belgian Draft Horse Corporation of America, and all candidates.***
* ***In the event of a tie the Belgian Draft Horse Alliance, Inc. votes will be used as the deciding factor.***
* ***Ballots will remain on file and be available for inspection for a period of one year.***
* ***Newly elected Directors will take office after the annual meeting.***

***Section 3. Duties of Directors***

***It shall be expected of all Directors that they shall attend all meetings, be willing to give freely of their time and effort in helping to solve the problems of the Belgian Draft Horse Alliance, Inc. and that they be continually conscious of their responsibility toward the Belgian breed and the Belgian Draft Horse Alliance, Inc. In the event a Director fails to live up to these standards, they may be removed by two thirds vote of the remaining Directors.***

***Section 4. Vacancy on the Board of Directors***

***In the event of a vacancy on the Board of Directors due to death, resignation, removal or for any reason the President shall appoint a member to fill the unexpired term.***

***Section 5. Mail Voting by Directors***

***In the event that the President and Secretary shall feel it necessary to obtain the vote of the Directors of the Belgian Draft Horse Alliance, Inc. upon a matter which requires immediate attention, said question may be submitted by the President and the Secretary, to the Directors by mail or email, with the request that said Director return to the Secretary their vote for or against said question. The vote of the majority of the Directors so received by mail or email shall be conclusive upon said question and the result of said vote shall be reported at the next annual meeting of the Board of Directors and duly recorded in the minutes thereof. Provided, however that this section shall not apply to any action which is specifically required by the Bylaws of the Belgian Draft Horse Alliance, Inc. to be taken at a meeting of said Board of Directors.***

***Section 6. Quorum***

***Two-thirds of the whole Board of Directors shall be necessary to constitute a quorum.***

The motion carried unanimously.

Teresa Zube moved to amend ARTICLE IV to read:

***ARTICLE IV***

***OFFICERS AND DUTIES***

***Section 1. Officers***

***The officers of the Belgian Draft Horse Alliance, Inc. 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 Belgian Draft Horse Alliance, Inc. and shall preside at all meetings of the Board of Directors. The President shall see that the Bylaws, rules and regulations of programs 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 Alliance 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 Alliance, Inc 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. The President of the Belgian Draft Horse Corporation of America is not eligible to be elected as President of the Belgian Draft Horse Alliance, Inc. Board of Directors.***

***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 meetings. The Secretary shall be the custodian for the safe keeping of all documents and records of the Belgian Draft Horse Alliance, Inc. The Secretary shall perform such other duties as instructed by the Board of Directors. 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 the proceeds from the Secretary and all other funds. The Treasurer shall disburse the same only upon itemized demands and upon the order of the Board of Directors. The Treasurer shall account for all of the same by itemized statements in detail to the Board of Directors when requested and to all 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 the Corporation.***

***Section 7. Surety Bonds***

***The President and Treasurer shall each be given a surety bond to be furnished at the expense of the Alliance 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 offices of the Belgian Draft Horse Alliance, Inc. caused by death or otherwise shall be filled by the President. No vacancy shall be filled to a time exceeding the next succeeding annual meeting.***

The motion carried unanimously.

Teresa Zube moved to remove ARTICLE V COMMITTEES.

The motion carried unanimously.

Jim Carey moved to rename ARTICLE VI SIGNATURE AND TRANSFER to ARTICLE V SIGNATURE AND TRANSFER.

The motion carried unanimously.

David Moser moved to rename ARTICLE VII RULES OF PROCEDURE to ARTICLE VI RULES OF PROCEDURE

The motion carried unanimously.

Teresa Zube moved to rename ARTICLE VIX DISSOLUTION to ARTICLE VIII DISSOLUTION

The motion carried unanimously.

Walter Schaefer, Jr moved to add ARTICLE IX to read:

***ARTICLE IX***

***LEGAL***

***Section 1. 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 Belgian Draft Horse Alliance Inc. 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 Alliance 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.***

The motion carried unanimously.

The raffle was discussed. The Gator will be auctioned off at the annual meeting. Jenna suggested next year the raffle ticket is drawn at the annual meeting. The most tickets were sold through Gordyville, Topeka and the summer newsletter. Matt Frieden and Scott Seymour are going to work on getting prices on a Leon and report back during the January Conference call.

Matt Frieden moved to have a raffle in 2019.

The motion carried unanimously.

**Committee Reports:**

Personnel Committee Report by Walter Schaefer, Jr.:

Walter asked for feedback from the board on the office staff. Walter will review feedback with Jenna after the meetings.

Publications update:

Jenna and Scott Seymour met with Duane Miller earlier in the day to discuss the progress of the 2018 Belgian Review. The 2018 book is being wrapped up and will be ready by Gordyville. Jenna is working on collecting overdue ad payments. They worked out a plan for future invoicing. Jim Carey volunteered to be on the publications committee.

Marketing and Events update by Jenna Hovermale:

The updates that were budgeted for the booth in May have been made. The new items were used at Topeka. They will be on display at the Annual meeting. Jenna will get items consolidated and organized for the booth to have the display ready for Gordyville. Jenna and David Moser will start working on new informational brochures about the Belgian Horse after the New Year with Foreman Design Group.

David Moser moved to budget $1500 for promotional brochures from the Belgian Review proceeds.

The motion carried unanimously.

The board discussed the current website and proposals for new websites that the Corporation Board will consider tomorrow. With many Alliance programs appearing on the website and the need for an updated website the board discussed the need to help with an update.

Lisa Eller moved to contribute up to $2500 for the website update if the board approves a proposal.

The motion carried unanimously.

National Show update by Teresa Zube

The judges were selected and include Wes Gordeyko as the hitch judge, Mark Ryburn for halter, Jonathan Cush as Sunday hitch and Brian Heuring for Youth. Lisa Eller is working to find a photographer for the 2019 show.

Teresa Zube moved to extend the National Belgian Show contract through 2020 with Indiana State Fair.

The motion carried unanimously.

Futurity report by Jim Carey:

Lynn Carey is retiring as secretary this year. Stacey Mrozinski will be the new secretary. They increased premiums this year in hopes to increase participation. They are planning to hire a judge again this year.

Merit report by Teresa Zube:

The plan for 2019 will be to recognize three-year olds for the Futurity program.

Some of the things they are continuing to work on are as follows: Letters to shows educating them on the merit program with a general explanation of the program, their role in promoting interest and accuracy of the point totals, rules pertaining to the mare/gelding cart classes to be published in entry book and the responsibility of mare/gelding owners to notify the Corporation office the Monday after the Louisville show the names of horses used at what show so points can be captured accurately. If this isn’t done, they will go with what is reported through the shows and recognize exhibitors accordingly.

In 2019, LaPorte, IN will be recognized as a merit show. It will be considered a regional show for IN.

David Moser moved to update the Merit Program rules section addressing Participating Shows as recommended by the committee to read:

***2. If there is more than one show in the state that has a well attended Belgian draft horse show, the show may petition the Belgian Draft Horse Alliance prior to December 1st to be accepted into the Belgian Merit Program® the following year, provided it meets the following criteria:***

***~~• Must be at an index level of 3 or above (greater than 50 head of registered Belgians shown at halter.)~~***

***• Must maintain an index level of 3 for 2 years out of 3.***

***• Show must be open and unrestricted to all registered Belgians.***

* ***Each state can have no more than 2 Merit recognized shows.***

The motion carried unanimously.

Trophies and Awards update:

The Board asked that we go back to using our original logo on the trophies given to the State Fairs. Matt Frieden will work with Sue on getting the trophy company the logo.

Breeders Challenge report by Scott Seymour:

Andy Beachy and Scott Seymour are working on collecting stallion nomination forms for the 2019 service auction. They will start the judges’ selection process soon for the 2020 Breeders Challenge. They are considering their options for 2020 since that would be a break in the service auctions.

Scholarship Report:

Lisa Eller moved to award Morgan Hulbert a $1500 scholarship using the Youth Programs account.

The motion carried unanimously.

Jim Carey moved to award Camille Goethals a $500 scholarship using the Youth Programs account.

Yes: Justin Berry, Jim Carey, Lisa Eller, Matt Frieden, David Moser, Walter Schaefer, Jr., Scott Seymour, and Teresa Zube.

No: Chad Mrozinski

Motion passed

Youth Merit update by Justin Berry:

The rules will be updated to reflect the addition of the Laporte show. This year overall there were 9 more youth in the 10-14 age group and 14 less youth in 15-18 age group. Jim recommended we update the youth showmanship guidelines to a 7 flower hitch braid.

Belgian Expo report by Scott Seymour:

The financials for the 2018 Belgian Expo were reviewed. David Moser has joined the committee. The 2019 Expo will be at Hershberger’s Farm and Bakery in Millersburg, OH on July 13th. The Alliance Auction and meal will be held on July 12th at Crystal Springs Farms.

David Moser moved to reimburse Ben Kauffman $263.44 for Expo expenses.

The motion carried unanimously.

NABC10 Report:

Teresa Zube, Justin Berry, and Lisa Eller showed interest is serving on the committee. The next steps are to start building a committee and come with 3-4 potential places in May with formal proposals in December. The location would need to have at least 750 stall and room for 670 horses. Some suggestions of locations were Madison, WI, World Equestrian Center in Ohio and Kentucky.

Chad Mrozinski moved to adjourn.

Motion passed unanimously.

Meeting adjourned at 8:46 pm.

Signed:

Jenna Hovermale

Secretary, Belgian Draft Horse Alliance