**Belgian Draft Horse Corporation of America**

**Board of Directors Meeting- November 30, 2023**

The Belgian Draft Horse Corporation of America meeting was called to order at 2:27 pm by Corporation President, Walter Schaefer Jr., at the Farmstead Inn, Shipshewana, Indiana. The following were present for the meeting: DeWayne Beechy, Lewis Biddle, Jim Carey, Michelle Keaffaber, Herman Miller, Corbly Orndorff, Larry Piergallini, Walter Schaefer Jr., Dean Woodbury and Ray N. Yoder.

Walter Schaefer Jr. called for any new business to be added to the agenda. The board discussed plan for the meeting and an estimated end time.

**Minutes:**

Minutes were presented for approval for the May 5-6th, 2023 Spring board meeting.

Larry Piergallini moved to approve the minutes.

Lew Biddle seconded the motion.

Motion carried unanimously.

Minutes were presented for approval for the June 29th, 2023 conference call.

Jim Carey moved to approve the minutes.

Dean Woodbury seconded the motion.

Motion carried unanimously.

Minutes were presented for approval for the September 12th, 2023 conference call.

Corbly Orndorff moved to approve the minutes.

Lew Biddle seconded the motion.

Motion carried unanimously.

**Financial:**

Larry Piergallini reported on the financials for the Corporation.

Lewis Biddle moved to accept the financial report.

Herman Miller seconded the motion.

Motion passed unanimously.

**President’s Report:**

Walter thanked everyone for attending the meeting. The board continues to collaborate new ideas and programs as we see new changes and needs from the membership. The enthusiasm is around the Belgian horse and we continue to grow as a corporation.

**Secretary’s Report:**

Michelle thanked everyone for attending the meeting. This year has brought a lot of new ideas for programs within the Corporation. Michelle thanked everyone for all their hard work this past year.

**Bylaws:**

Larry Piergallini presented recommended changes to Article II Membership and Fees of the bylaws:

* Section 1- Members
* Section 5- Termination of Membership

Lew Biddle Moved to approve additional language to Article II, Section 1 and Section 5 to read as:

Section 1. Members

Upon application, qualification, determination that the applicant is actively engaged in Belgian activity; is a United States citizens 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 (provided that if an individual, he or she is 18 years or older) 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.

***g. Trust (with name (s) of trustee (s) given)***

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, all members; or a limited liability partnership, all members or partners; or, if a trust, all trustees;*** 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, partners &/or trustees*** shall be required to conduct business with the Corporation.

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

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, ***termination of the trust,*** or expulsion of said member.

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, ***&/or termination of the trust***; that entity shall have one year after the date of death of said member/partner or ***dissolution or termination 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.

Dewayne Beechy seconded the motion.

Motion carried unanimously.

Larry Piergallini presented on the recommended changes to Article VI Rules of Registration portion of the bylaws:

* Section 3- JEB testing & DNA profile

Herman Miller moved to approve additional rule to VI Section 3, b to read:

***b. XY Reversal or XO Mare. If, as a result of DNA testing/profiling, it is determined that a horse may have a “XY Chromosomal Reversal” abnormality or may have a “XO Chromosomal” abnormality, the Corporation shall so advise the owner of the horse and issue a registration certificate indicating the possible “XY Chromosomal Reversal” or the possible “XO” condition thereon. The owner of the horse will have the option of additional testing and veterinarian inspection to delete the language by filing a grievance with the Board of Directors pursuant to the Article X, Section 3.***

Corbly Orndorff seconded the motion.

Motion carried unanimously.

Larry Piergallini presented on the recommended changes to Article VIII Recording Prefixes portion of the bylaws.

Dean Woodbury moved to approve additional language to section VIII to read:

Prefixes may be recorded at the Corporation for the current prefix fee determined by the Board of Directors. The first applicant to record a prefix has sole privilege of using the prefix thereafter and said prefix cannot be used by another person, group of persons or any legal entity recognized by the corporation, without the written consent of the original applicant/recorder. The prefix is only protected when used as a whole and individual portions can be used by other persons or legal entities. ***However, a prefix that phonetically sounds similar to an existing registered prefix cannot be used by a third party, without the consent of the party who registered the original prefix.*** The prefix can be transferred from a person/legal entity to another based on the current fee schedule set forth by the Board of Directors. When a prefix has not been used for a period of at least five years, and the corporation office is contacted by an active member who wants to use the prefix, the recorded owner of the prefix will be contacted by certified mail and informed of such. The recorded owner of the prefix will be required to complete the necessary form to retain ownership of the prefix and return it to the corporation office by the indicated deadline. Failure by the prefix owner to reply by the deadline, will result in the prefix becoming public domain for the use and/or reservation by another party. The prefix owner, may at his, hers or its discretion, petition the Board of Directors to retire the prefix. If a prefix is retired, the prefix owner or a family member may petition the Board of Directors to resurrect the prefix. The Board of Directors reserves the right to retire and/or resurrect a prefix.

Ray N. Yoder seconded the motion.

Motion carried unanimously.

Larry Piergallini presented on the recommended changes to Article VI Rules of Registration, Section 4, b- Frozen Semen portion of the bylaws.

Dean Woodbury Moved to approve additional language to Article VI, Section 4, b to read as:

***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 the foal to be recorded.***

***iv. For Semen Frozen prior to 1/1/18:***

***a. Where the stallion was sold after the semen was frozen, the pre-1/1/18 rules apply and the semen becomes the property of the new owner and the owner of the stallion at the time of breeding must sign the application for registry. In addition, the stallion, mare and foal must be DNA/JEB profiled.***

***b. Where the stallion was not sold after the semen was frozen and the last owner of the stallion was the owner at the time of freezing, the stallion owner can elect to apply for and purchase Frozen Semen Certificates (presumably so semen can be used on outside mares or so that the certificates and semen can be transferred at the death of owner). Frozen Semen Certificates are not necessary for in-herd use (see definition – paragraph v. b. below) while owner is living. However, in the instance that owner dies after the Stallion’s death, his or her estate will have one (1) year to complete the Application for Frozen Semen Certificate(s) and purchase the Frozen Semen Certificate(s), unless the semen is sold or transferred prior to one year, then certificates must be purchased prior to transfer of the semen. 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) are registered in the same manner, the Frozen Semen Certificate(s) will transfer to the surviving member at no cost.***

***c. For semen frozen before 1/1/18, Frozen Semen Reports are no longer required.***

***v. For Semen Frozen 1/1/18 and after:***

***a. Frozen Semen Reports are no longer required.***

***b. The Corporation, upon the stallion owner’s request, shall furnish an Application for Frozen Semen Certificate(s). Upon proper completion and filing of the Application for Frozen Semen Certificate(s) with payment per the fee schedule, the Corporation shall issue Frozen Semen Certificate(s) to the owner. Frozen Semen Certificate(s) will be utilized per foal and not per straw and will be required for registering a foal of an out of herd horse. These certificates will be purchased by the stallion owner.*** ***The utilization of a Frozen Semen Certificate shall not be required by the stallion owner(s), if the frozen semen is utilized within stallion owner's own herd (meaning mares are registered to the stallion owner's name or, if more than one stallion owner, the mares are registered in at least one of the stallion owner's name, but not an additional person, unless the additional person is the stallion owner's spouse or the other owner(s) of the stallion) unless the stallion is sold, or semen is sold or transferred, in which case Frozen Semen Certificates must be applied for.***

***c. 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.***

***d. If a stallion is sold and semen is retained by the prior owner, then the Application for Frozen Semen Certificate(s) must be completed and the Frozen Semen Certificate(s) purchased previous to the date of the sale of the stallion.***

***e. If a stallion dies, the stallion owner at the time of death, can complete the Application for Frozen Semen Certificate(s) and purchase Frozen Semen Certificate(s) at any time after the Stallion’s death. However, in the instance that owner dies after the Stallion’s death, his or her estate will have one (1) year to complete the Application for Frozen Semen Certificate(s) and purchase the Frozen Semen Certificate(s), unless the Semen is sold or transferred prior to one year, then certificates must be purchased prior to transfer of the semen. (See paragraph d. above).***

***f. 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.***

***g. Fees for Application for Frozen Semen Certificate(s); and Frozen Semen Certificate(s) 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.***

Lew Biddle seconded the motion.

Motion carried unanimously.

Larry Piergallini will condense the information and present it during the membership meeting. Information will be added to the upcoming Belgian Review.

**Personnel:**

Walter Schaefer Jr. reported on the personnel committee. The board of directors discussed performance of the office staff and Chief Operating Officer.

Dean Woodbury moved to give Leslie Halverson and Jasmine Bolinger a $1.00 hourly raise and Michelle Keaffaber a $3,000 annual raise.

Lew Biddle seconded the motion.

Motion carried unanimously.

The board of directors discussed Simple IRA retirement plans and Performance incentive bonuses. The board decided not to move forward with the Performance incentive bonuses. The committee will do more research into the Simple IRA plans.

Jim Carey moved to give Michelle Keaffaber a $2,500 bonus and Leslie Halverson and Jasmine Bolinger a $1,500 bonus.

Motion died for a lack of second.

Lew Biddle moved to give Michelle Keaffaber a $1,500 bonus and Leslie Halverson and Jasmine Bolinger a $1,000 bonus.

Larry Piergallini seconded the motion.

Motion carried unanimously.

Michelle Keaffaber will discuss with Leslie and Jasmine the Simple IRA Plan.

Michelle Keaffaber presented a budget for the employee retention program. This program includes birthday gifts, staff lunches, anniversary gifts, etc.

Larry Piergallini moved to give Michelle Keaffaber a budget not to exceed $2,000 for the employee retention program.

Dewayne Beechy seconded the motion.

Motion carried unanimously.

**Marketing and Events:**

Michelle Keaffaber reported on the Marketing and Events committee. The board reviewed upcoming events for the Michelle Keaffaber to attend with the booth. The board decided Michelle Keaffaber will go to Ohio once a year and alternate between the Eastern Breeders Sale and Buckeye Draft Horse Sale.

Michelle Keaffaber will attend the following events: Mid America Draft Horse Sale, Topeka Draft Horse Sale- March and October, Belgian Draft Horse Expo, National Belgian Show, NABC X, and Buckeye Draft Horse Sale in October.

**Annual Meeting:**

Herman Miller reported on the Annual Meeting. This year the meeting will start at 5:30, instead of 6:00 like it has in the past. The committee also added a second line of food in hopes to get the meeting started faster.

Next year the annual meeting will be held in Illinois- Michelle will look into the Best Western in Arcola, IL.

The board of directors discussed having the annual meeting in Pennsylvania in 2025. The committee will put a proposal together for the Spring meeting. Herman Miller recommends having the Indiana meeting alternate between Fort Wayne and Shipshewana.

**Building/ Maintenance:**

Michelle Keaffaber reported on the building and maintenance. In the spring, the board approved to have the driveway replaced. The process has been started, the company will come back in the spring to do the final topcoat and painting. The company had to dig deeper in soft areas, Michelle Keaffaber has not received an invoice, but will forward to the board once received.

Michelle Keaffaber requested a new printer for the office through Cannon. The printer will be leased which allows for maintenance and repairs through Cannon.

Dean Woodbury moved to approve a new lease on a printer for the BDHCA office.

Dewayne Beechy seconded the motion.

Motion passed unanimously.

**Pulling/Farm Team:**

Corbly Orndorff reported on the Pulling and Farm Team awards. The awards were well received this year.

Larry Piergallini moved to approve a budget not to exceed $5,000 for the Pulling and Farm Team committee.

Lew Biddle seconded the motion.

Motion passed unanimously.

**Sponsorship Committee:**

Walter Schaefer, Jr. reported on the Sponsorship committee. Overall, the committee felt like the first year of the program was a success. The application will be available with a deadline of April 1st, the committee will review the applications and present a recommendation during the Spring meeting.

**Alliance Committees:**

**Financials:**

Larry Piergallini presented on the Alliance Financials.

**Publications:**

Walter Schaefer, Jr. presented on the Publications committee. Michelle Keaffaber presented a write up on the past President and Board members questionnaire.

Lew Biddle moved to approve the write up on the past President and Board members questionnaire to be included in the upcoming 2023 Belgian Review.

Dewayne Beechy seconded the motion.

Motion passed unanimously.

Ray N. Yoder will look into a process to include breeder articles in the Belgian Review. Ray will also look into places to donate extra Belgian Reviews to.

**National Show:**

Michelle Keaffaber presented on the National Belgian Show. The numbers for the 2023 National Belgian Show remained good. The committee is working through judge representatives for the 2024 National Belgian Show.

**Belgian Futurity:**

Larry Piergallini presented on the Futurity. The futurity had more horses entered this year compared to previous years. The committee has put a formula together for payouts.

**Hall of Fame:**

Jim Carey presented on the Hall of Fame. This year’s inductees are C.O. and Ralph House. Todd Biddle drafted the article and the committee is working through editing the article. Jim Carey will present the award during the Annual Meeting to Chris House.

The board discussed the process for choosing Hall of Fame inductees.

**Trophies and Awards:**

Michelle Keaffaber presented on the Trophy and Awards. The Grand Champion Mare, Stallion and Gelding trophies were awarded at each recognized Belgian Merit Show.

Larry Piergallini moved to approve a budget not to exceed $5,500 for the trophies and awards.

Dewayne Beechy seconded the motion.

Motion passed unanimously.

**Breeders Challenge:**

Larry Piergallini presented on the Breeders Challenge. The committee has collected almost all stallion service fees. The committee will not allow people to participate, in any year of the program, if they have a balance due. Judges and payouts will be announced during the Mid America Draft Horse Sale.

Jim Carey moved to adjourn.

Motion passed unanimously.

Meeting adjourned at 7:11pm.

Signed:

Michelle Keaffaber

Secretary, Belgian Draft Horse Corporation of America