

## **USIHC – GENERAL MEETING 05/12/12 MINUTES**

### **Members In Attendance:**

|                                      |                                       |
|--------------------------------------|---------------------------------------|
| Doug Smith (Board member, Secretary) | Kelly Blough                          |
| Michele Sheehan                      | Laura Benson                          |
| Michael Sheehan                      | Laurie Prestine (Youth Leader)        |
| Jasmine Ho                           | Colleen Monsef                        |
| Lucy Nold                            | Ásta Covert (Board member, Registrar) |
| Annette Coulon                       | Will Covert (Sport Leader)            |
| Jeannene Heinrich                    | Heidi Benson                          |
| Kathy Sierra                         | Barbara Chilton                       |
| Bert Bates                           |                                       |

### **Meeting Called to Order 5:25PM (Pacific) [Doug Smith]**

The hosting event, the CIA World Ranking II competition, ran longer than expected with the final test of the day ending at 4:30PM. Doug Smith was at the meeting location by 5:00PM as announced in the Notice to the membership. It took some time for the members to tend to their horses and arrive at the meeting. Future Notices should include indicating the possibility of a postponement by some fraction of an hour on the day of the meeting when it becomes clear the hosting event will run long.

### **Welcoming Comments and Introductions**

The members were welcomed and introduced to the Congress officials present. Doug Smith (Secretary), Ásta Covert (Registrar), Will Covert (Sport Leader) and Laurie Prestine (Youth Leader). Doug explained the change in the format of the meeting from the old-style “annual” event to a gathering in conjunction with a host event. Doug also explained the constitutional limitations on voting on the 15 proposed amendments. Chiefly, that the assembly was only empowered to approve or reject each item. There is no opportunity to revise any of the amendments or introduce new amendments at this event.

### **Proposed Constitutional Amendments**

Doug presented each amendment with a bit of language context where necessary, allowed for as much discussion of each item as the assembly wanted, then called for a vote on each item. The complete voting results including the full text of each proposed amendment is attached.

In summary, all of the proposed amendments were accepted with the exception of #1 and #15.

In the case of #1 (change to election deadline language), the assembly agreed the current language is vague but believed the amended language would be overly restrictive. In particular, the exclusion of electronic mail as an option for ballot submission was a widely held concern.

In the case of #15 (dissolution clause), the assembly felt there should be some language to guide or limit the Board's choice of a 501(c)3 organization to benefit from the remainder funds.

## **Other Discussion**

The floor was opened to general discussion following the handling of the amendment business. From that discussion came three items for the Board and its committees to consider:

1. What is the general process for making a suggestion to the Congress?

In the ensuing discussion it was clear “suggestion” was quite broadly defined to include everything from a partially formed idea to a proposal to amend the constitution. The advice given in the room was to contact anyone on the Board or any committee chair to get the topic into circulation in the right group.

2. What about proxy voting?

During the discussion of the constitutional amendments, some members expressed a concern that the in-person voting requirement to amend the constitution disenfranchises members who are distant from a General Meeting.

3. Can the Rider Badge Program be adjusted to accommodate disabled riders?

The current structure for the badge exams excludes riders with physical limitations. The individual who raised the point mentioned her daughter is unable to tighten a girth completely or mount from the ground without assistance. Aside from these requirements, she is capable of demonstrating all the other required skills and knowledge necessary for her badge level. There is nothing in the examination guidelines that makes it possible for a documented limitation to be excused from a portion of the test. [Doug agreed to forward this request to the Education Committee.]

**Meeting Adjourned 6:10PM (Pacific) [Doug Smith]**

## PROPOSED CONSTITUTION CHANGES for 2012

### VOTING RESULTS

Deletions are struck through.  
Additions and comments are **Bold Highlight**.

#### **Proposed Amendment #1 (For 0, Against 17)**

[Proposed by Pamela Nolf, 2011 Election Committee Chair]

##### Article IV - Voting and Elections

Section (e): Accept voted ballots ~~until~~ **postmarked on or before** December 1st.

*REASON: The wording is clearer. The old wording could include ballots sent by fax, email, etc. When the Election Committee is located at a geographic extreme of the country, some members are at a disadvantage when they mail their ballots close to the cutoff date. It is very likely that one of these days--considering the relatively small number of members, the election results may hinge around 1 vote cast in that vaguely defined but critical time period around November 30th.*

#### **Proposed Amendment #2 (For 17, Against 0)**

[Proposed by USIHC Board of Directors]

##### Article III – Membership

Section 8: The Board of Directors shall have the power to suspend or expel any member who fails to observe any rule or regulation set forth in this Constitution or whose conduct is, in the opinion of the Board, prejudicial to the interests of the Organization. Any member against whom such disciplinary measures are sought shall have at least 30 days written notice of the charges being made and shall be given the opportunity for a hearing and reasonable discovery with regard to the charges and evidence to be presented. Such a member shall have the right to present evidence at the hearing and to confront and cross-examine. A two-thirds vote of the Board present at the hearing shall be required for suspension or expulsion. A person so suspended or expelled may apply to the Board for reinstatement after 60 days. If the Board refuses to reinstate that person, the person shall have the right to appeal the Board's action to the general membership at the next ~~Annual~~ **General** Meeting. An affirmative vote of at least two-thirds of the members voting is required for reinstatement. A member of the Board of Directors may be recalled (removed from the Board) upon an affirmative vote of at least two-thirds of the membership.

*REASON: To eliminate the word "Annual" and replace with the proper word "General".*

#### **Proposed Amendment #3 (For 17, Against 0)**

[Proposed by USIHC Board of Directors]

~~Section 9: The membership year of the organization shall correspond with the calendar year.~~

**Delete Section 9 entirely.**

*REASON: To correspond with the current method of applying memberships on an anniversary basis.*

#### **Proposed Amendment #4 (For 17, Against 0)**

[Proposed by USIHC Board of Directors]

##### Article IV - Voting and Elections

Section 1: Only adult members of record as of two weeks before the notice of election are eligible to vote in the upcoming election. Voting for elections will be accomplished by secret ballot. Mail-in ballots will be provided with instructions subsequent to the Notice of Elections. All other issues at the ~~Annual Meeting~~ or a General Meeting will be voted upon by the members in attendance at the Meeting.

*REASON: To eliminate the use of the term "Annual Meeting".*

#### **Proposed Amendment #5 (For 17, Against 0)**

[Proposed by USIHC Board of Directors]

Section 2: The President of the USIHC shall appoint the members of an election committee ~~at least six months prior to an election~~ **no later than June 15th**. The committee shall have no less than three members and no more than seven, all of whom shall be members in good standing with the USIHC. Members of the Board of Directors and candidates for election, as well as members of their immediate family, may not serve on the election committee. The election committee shall...

*REASON: To provide a specific date rather than a time period for appointing the Election Committee.*

#### **Proposed Amendment #6 (For 17, Against 0)**

[Proposed by USIHC Board of Directors]

##### Article VII - Board of Directors

Section 6. At their first meeting following the ~~Annual~~ Election, the Board of Directors shall elect these Directors who will serve as President, Vice-President, Secretary and Treasurer. The duties of said officers shall be as follows:

## PROPOSED CONSTITUTION CHANGES for 2012

### VOTING RESULTS

*REASON: To eliminate use of the word "Annual".*

#### **Proposed Amendment #7 (For 17, Against 0)**

[Proposed by USIHC Board of Directors]

Article VII - Board of Directors.

Section 6.

**(d) Treasurer** - to deposit into a bank account in the name of the Congress all monies received for the benefit of the Congress, ~~other than those received by the Registrar related to the registration of horses,~~ and to pay all expenses of the Congress at the direction of the President or the Board of Directors and to maintain proper financial records of the Congress.

*REASON: To correspond with the current practice of having the Treasurer be responsible for all of the monetary assets of the Congress.*

#### **Proposed Amendment #8 (For 17, Against 0)**

[Proposed by USIHC Board of Directors]

Section 7. **Standing Committees. The Board of Directors shall create Standing Committees on various areas of interest to the organization.**

Section 8. Special Committees. The Board of Directors may appoint special committees from their number, or from the other members of the Congress. The action of any Special Committee is subject to the approval of the Board of Directors.

Section 9. Representatives. The Board of Directors shall appoint representatives to other organizations.

*REASON: To identify and define Standing Committees as part of the basic structure of USIHC. The addition of Section 7 requires renumbering of the following two sections.*

#### **Proposed Amendment #9 (For 17, Against 0)**

[Proposed by USIHC Board of Directors]

Article VIII – Meetings

Section 1: ~~The Annual~~ General Meetings of the Organization, **of which there shall be at least one per year,** shall be held at such time and place as designated by the Board of Directors. ~~Other General Meetings may be held at a time and place also fixed by the Board of Directors. A notice of meeting~~ **The General Meeting agenda shall be provided** at least thirty (30) days in advance ~~shall be mailed to each member's last known address~~ **member via electronic or regular mail.**

*REASON: To further define the timeline and structure of holding General Meetings.*

#### **Proposed Amendment #10 (For 17, Against 0)**

[Proposed by USIHC Board of Directors]

Section 5: For the transaction of the Business of the Organization at ~~an Annual or other~~ **a** General Meetings of the Organization, a quorum shall be fifteen (15) members. At a meeting of the Board of Directors a quorum shall be five (5) members. If a quorum is initially present at a meeting, the meeting may continue to transact business notwithstanding the withdrawal of Directors or members, as the case may be, if any action is approved by at least a majority of the required number for a quorum for that meeting.

*REASON: To eliminate the word "Annual".*

## PROPOSED CONSTITUTION CHANGES for 2012

### VOTING RESULTS

#### **Proposed Amendment #11 (For 17, Against 0)**

[Proposed by USIHC Board of Directors]

##### Article IX - Annual Reports

~~The Officers at each Annual General Meeting shall submit a complete report of their acts and of the affairs of the Congress. The Treasurer shall present a detailed statement of the receipts and expenditures of the preceding year and of the assets and liabilities of the Congress. A copy of the Annual Report, a list of the Officers and Board of Directors of the Congress and a membership list of the Congress shall be mailed to each member in good standing once a year.~~

**The Officers and Chairs of the Standing Committees shall submit by February 1st, a complete report of their acts and the various affairs of the organization during the preceding year. The Treasurer's report shall present a detailed statement of the receipts and expenditures of the preceding year and the assets and liabilities of the organization. A copy of these reports and a list of the Officers and other members of the Board of the organization shall be available at [www.icelandics.org](http://www.icelandics.org).**

*REASON: With the elimination of the Annual Meeting structure, we need to provide a timeline and method for making the Annual Reports available to the Membership.*

#### **Proposed Amendment #12 (For 17, Against 0)**

[Proposed by USIHC Board of Directors]

Article XI - Amendments The Constitution may be amended at any General Meeting of the Congress, with the exception of a Special Meeting called under Article VIII, Section 6, of this Constitution, by the affirmative vote of two-thirds of the members voting on the amendment. Notice of all proposed amendments shall be in the possession of the Secretary at least sixty (60) days in advance of a General Meeting. The proposed amendments shall be included in **with** the Notice of **General** Meeting **Agenda**, otherwise the meeting shall have no power to deal with them.

*REASON: To be consistent with the change in article VII, Section 1*

#### **Proposed Amendment #13 (For 17, Against 0)**

[Proposed by USIHC Board of Directors]

##### Article XII – Fees

Fees shall be established by the Board of Directors and ratified at the next Annual General Meeting. Membership fees shall be due January 1st of each year.

*REASON: To be consistent with the current anniversary membership year and to remove the use of the word "Annual".*

#### **Proposed Amendment #14 (For 14, Against 3)**

[Proposed by USIHC Board of Directors]

##### Article XIII – Registry

Section 1: A registry shall be kept at the registry office of the Congress. The registry shall be known as the United States Icelandic Horse Congress Registry hereinafter referred to as the "Registry".

*REASON: Makes no sense as the word "Registry" does not appear in the Constitution document after this point.*

#### **Proposed Amendment #15 (For 2, Against 15)**

[Proposed by USIHC Board of Directors]

##### **Article XIV - Procedure Upon Dissolution**

**In the event of a liquidation, dissolution, termination, or winding up of the corporation, the Board shall, after provision of a liabilities, distribute any remaining assets or property of the corporation for one or more exempt purposes within the meaning of Code Section of 501(c)(3) to such organization or organizations then located in the United States and qualified under Code section 501(c)(3), or to a state or local government for a public purpose, as the Board shall deem appropriate. Any such assets not so disposed of shall be disposed of by the Superior Court of New Jersey, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.**

*Reason: To provide for the distribution of assets should the USIHC cease to exist.*