

## WQHA Board of Director's Meeting

October 27, 2015

Holiday Inn & Convention Center, Fond du Lac

The meeting was called to order by President Kathy Doyle at 10:07 am. Roll Call was taken and with 17 Board members in attendance: Kathy Doyle, Nikki Schultz, Ron Miller, Larry Spratto, LaRue Wills, Stephanie Lynn, Michele Andrade, Rhonda Spratto, Cindy Tousey (proxy Lisa Busby), Jim Ramthun, Robert Schmitz (proxy Katie Kosobucki), Danyelle Gabbert, Brenda Lindvall, Keri Smith, Linda Berg, Sara Hauer, Larry Lemke. Additional Attendees: Diane Baier, Doug Baier, Tim Schmahl, Dawn Beihoffer, Jessa Haupt, Kay DeBoer, Bob & Marcia Smith, Kari Harder, Pat Miller

**Secretaries Report** – Kathy Doyle discussed changing the minutes from the September 22<sup>nd</sup> meeting but it was decided to leave as is with AQHA Conference Call Minutes attached to them. Michelle Andrade made a motion to asterisk/highlight the September 22<sup>nd</sup> minutes to reference the AQHA Conference Call information and approve as such. Seconded by Larry Spratto, motion carried. Stephanie Lynn made a motion to approve the October 6<sup>th</sup> Special Meeting Minutes, seconded by Rhonda Spratto, motion carried.

**Treasurers Report** – Ron Miller reviewed the emailed financials noting approximately \$22,000 is ear marked for Year End Awards, \$3000 to Youth payouts, \$5000 is scholarship fund. *Linda Berg requested a list of “restricted funds.”* Ron noted there is \$100 still uncollected from Bobbie Jo Stanton and the Liberty Classic from 2015 April ad. Larry Spratto made a motion that *Kathy Doyle send a certified letter to her*, Danyelle seconded. Larry Lemke asked how much we have excluding the ear marks and Ron explained \$18,000 approximately with \$15,000 in CD. *LaRue asked Ron to update the contact information with WI Dept of Financial Institutions as it still lists Ellsworth and Associates. Stephanie asked for a note under Treasurer in the Bylaws to state annual registration to be completed with WI Dept of Financial Institutions.* Ron noted that he received a packet from Barb Shudy for the Open Show Program for \$800 and that she had sent two. The other packet was not received and applications and checks will need to be recollected. Michele Andrade made a motion to accept the Treasurer's report, seconded by Jim Ramthun, Motion Carried.

### District Meeting Reports:

**District 1** – Zoe Miller submitted an emailed report suggesting that year end awards only be what money is collected \$1/entry. 15 judge minimum rule to be eligible for year end awards is fine as is. She asked is Board Meetings could be done via conference call due to distance.

District 1 Nominees – Kay DeBoer & Zoe Miller

**District 2** – Michele Andrade submitted emailed minutes, the following was discussed:

1. Year end awards - 15 judges to qualify for yearend awards - general consensus. There was discussion initiated by Larry Lemke to eliminate all of the reserve placings awards. Michele Andrade objected to this in support of exhibitors who support our shows. Diane Baier suggested that the one dollar fee at the shows be split i.e. 75% for yearend awards and 25% go to WQHA to offset some of our general expenses.
2. Doug Baier raised a question about raising the back number fee to include a nomination fee for every horse shown for yea end awards. Diane Baier offered that a user fee of 2.00 per back number per show as an alternative. That would enable exhibitors to have a back number and only pay when they show.
3. District 2 has 111 voting units and therefore will have 3 directors. **Nominated are: Michele Andrade, Rhonda Spratto, and Cindy Tousey. Regional VP nominated was Larry Spratto.**
4. Discussed was the Marshfield show and the role of the president, vice-president and national directors in terms of delivering misinformation to the board with implications for the membership.
5. Discussed the WQHA directory. Jessica Bradley offers to be Directory editor for this year.

**District 3 & 4** – Nikki Schultz presented the meeting minutes:

Year end awards for 2015 & how to address less income – Review P/L on awards in details - tiered awards w/combo if winning multiple awards to choose from several items, buy up or \$.50 cash back (like MN) with deadline and if no reply state they will get XXX item

- Non Wearables and some new vendors
- Take Total income divided by # of awards needed and do not exceed
- Would like to see add'l Ranch Riding and AQHA Walk Trot classes in 2016
- Year End sponsors for Awards and Banquet (not the ones already doing shows, etc.) with VIP seating and have reception with their name as sponsor
- Suggest membership table and print out to update address, phone and email at Banquet
- Send membership forms and Open Show program info to large 4-H and open shows
- Have WQHA website on screen at Midwest Horse Fair
- Discuss Minimum number of judges for 2016 Show & Contest Rules (15 judges had to be shown to in order to be eligible in 2015) – Suggest to do 30% of total judges not a # that may change as shows are lost or gained
- 2016 Show Schedule - No three in a row, Sept show is suggested since Oshkosh is available
- Other Business or Concerns
- Suggest doing Directory but just a less expensive color brochure for Horse Fair with Show calendar. Could still sell cover and back, have ads and show info without full showbills that get changed anyway. No online magazine necessary on website. Use monthly or quarterly email like Mail Chimp for news updates. Upset with losses incurred by Directory and Website expenses, need to cut costs. Discussion about new Editor brought about need for bylaw change

to address WQHA positions required to turn over all records and files. Discussed open Exec Committee positions and those present felt if an Exec Committee member was resigning from the Board they should then also resign from Nat'l Director position.

- Update bylaws, request active involvement and annual election of National Directors
- District Directors, Regional VP & Officer nominations for 2016

**Dist. 3 - Jim Ramthun, Robert Schmitz    Dist. 4 - Danyelle Gabbert**

**Regional VP - LaRue Wills    WQHA:    VP – Stephanie Lynn, Sec – Nikki, Treas – Ron**

**District 5 & 6** – Keri Smith presented meeting minutes, they had 20+ people attend. They suggest a tiered awards program and 12 judges = 3 circuits is they suggestion for minimum number of judges.

**District Nominees – same as current year, nominated Stephanie Lynn for VP**

**Show Coordination** – Kathy Doyle reported that the show managers met at 8:00 that morning. She noted that the dates for the BQHA shows are still pending due to conflicts with Silver Dollar shows and dates at Jefferson being booked. Also the WQHYA Intro Show held inconjunction with PFP is pending mid July. She noted Tim will be updating the laptops and adding an Ipad for 2016.

A judges list from the 2014 & 2015 WQHA shows was shared with Show Managers and judges for 2016 should be submitted to Kathy Doyle to ensure we don't have the same judges multiple times.

Discussion on adding the AQHA Walk Trot Classes for Youth and Amateur was held. It was decided to add them, keeping Small Fry. Discussion on additional Ranch Horse classes was held with show managers deciding to add Ranch Halter and Ranch Trail. ***Shows should \*denote any classes they hold that are not eligible for WQHA Year End Awards.***

Ron Miller is updating a "pre approval form" for shows and will incorporate/update the one currently on the WQHA Website to use as "post show." He explained the need to collect the Show Insurance in advance of the show since the WQHA is invoiced in spring for the policy.

Year End Awards were discussed. Kathy Doyle & Ron Miller explained that the Salary for Points, Back Numbers and Show Coordination expenses came out of the WQHA General Fund currently. It was suggested that this amount (appr \$4800) come out of year end awards budget. Tim Schmahl suggested that shows charge a flat fee per horse rather than \$1 per entry and will be sending the Board a spreadsheet explaining this further to compare to Linda Berg's year end award spreadsheet. Concern with this is not acquiring the same amount of income for awards. ***Tim will email Board his spreadsheet to discuss at next meeting.***

Danyelle & Katie suggested that we *Committee Chairs submit the names of their committee members*. They suggested it may encourage new members to assist on committees as if they didn't know the chair they may contact a committee member that they know. *Linda Berg suggested listing all committee members on the WQHA Website, Board agreed.*

Tim made a motion for an "Early Bird" special that shows submitting their approvals by March 1<sup>st</sup> receive a savings of \$5 per show. Michele Andrade seconded, motion carried.

The Liberty Classic Marshfield shows have had complications with Fairgrounds contract due to the confusion with Kathy Schroeder and others contacting the Fairgrounds. Emails were provided by the Fairgrounds manager and he noted in a conversation with Kay DeBoer that he was told by Kathy Schroeder on May 26<sup>th</sup> that she was the approved WQHA contact person and that the shows were now owned by WQHA. A lengthy discussion regarding the timing of information presented to the WQHA Board and Kathy Schroeder's involvement as the contact with Marshfield occurred. Larry Spratto noted that at our previous Board Meeting in September Kathy Doyle asked Kathy Schroeder to Chair the Committee and she declined yet there is substantial information that she was working on this since May and representing WQHA. Kathy Doyle stated she personally had contacted the Marshfield Manager and asked him to hold the dates for WQHA and that she had received notice from AQHA that WQHA was the owner of the shows in June. Several Board members asked why we weren't informed at that time, and why it wasn't until the September meeting that the information was presented. Stephanie Lynn asked to verify that Marshfield was now okay with the contract and Kay DeBoer indicated she hoped to have the actual contract from them now that they know that Mel Sann, Kay DeBoer et al are the official owners for the shows per WQHA and AQHA.

### **Paid Positions for 2016:**

WQHA Treasurer – Ron Miller only applicant, approved

WQHA Points – Tim Schmahl only applicant, approved

WQHA Membership – Tim Schmahl only applicant, approved

Back Number/Show Office Equipment – Diane Baier and Lisa Busby applied, by vote Lisa Busby approved

Editor for Publications – Gina Lohman who was approved at the September meeting has resigned. Her email was read and it was noted she had concerns working with some of our current Board Members and her frustration in not receiving files from Kathy Schroeder from previous publications. Becky Ruehle and Jessica Bradley applied to assist, Becky approved as editor with a goal of a late January/early February Directory.

**Publications & Website** – Becky was emailed the information that Gina Lohman had compiled to date and this information was shared with the Board. The WQHA was paying for ad designs on any ads submitted that were not "camera ready." She suggests that the pricing of \$150 per page b/w for a member stay the same but that any ad design be billed to the person submitting.

She also noted that approximately \$7500 in expenses was being paid to Strawberry Fields for design work and prep as a “middle man” between editor and publisher. Becky plans, like Gina had previously presented to the Board, to eliminate that expense and will prep and design the publication as the editor and send direct to the printer. It was also noted that since November, 2014 that the WQHA has paid for approximately \$4,200 in website updates done by Strawberry Fields. Addie sent an email explaining that she received handwritten changes from Kathy Schroeder that she then updated in the publications and on the website, thus the hourly fees for updates. (Copies of the proposal for the 2015 publications were attached to the meeting notice for Board to review.) It was noted the Board approved option two, that option was noted on the deposit invoice from Strawberry Fields but the publication expense was still closer to the first option of \$15,000. (See Invoices from Strawberry Fields.) The MN QH Association pays \$1000 per year to a web manager who does all updates. Dawn Beihoffer noted that WI Ag Connection does their work website for approximately \$2500 per year and handles everything. There was discussion on the necessity of the Committee Chairs to handle their own updates for their section of the Website as WQHA cannot afford an outside party. Tim Schamhl will assist Nikki Schultz with updating the website at this time for general updates. Danyelle Gabbert made a motion, seconded by Katie Kosubucki to approve hiring Becky Ruehle as the Editor for 2016, motion carried.

There was discussion on the necessity of updating the WQHA Bylaws to address all positions and committee chairs must provide files. This will be addressed on the Bylaw Update portion of the Agenda. Larry Lemke noted instead of the expense of a WQHA publication being handed out at the Midwest Horse Fair, that a coloring book for kids would be appreciated. Nikki Schultz suggested from their District Meeting that a smaller publication be done in Spring to include the 2016 Calendar of events and not necessarily all of the showbills and thus reduce the \$5,000 expense as the WQHA does not have the funds to do this. ***Tim Schmahl and Nikki Schultz will look into establishing an email distribution group to email WQHA members.***

The review of Website expenses and updating was tabled to the next meeting with Tim and Nikki to update what they can for now and Committee Chairs’ to possibly handle updating their info in the future.

### **Bylaw Changes:**

- a. Article XIII Notice of the annual meeting shall be published...change “newsletter” to read website, emailed and/or mailed. Motion Carried.
- b. Article XIII Change “Banquet held within 90 days” to read a date approved by the BOD for the following year. Motion Carried.
- c. Article XIV Update last sentence to read “All paid and unpaid positions shall submit a written report for each Board of Directors meeting.” Add, All positions, paid or unpaid,

will be required to turn over all hard copy and digital files to the WQHA BOD upon request, annually upon completion of term, or upon resignation.” Motion carried.

- d. VIII Delete published in the minutes of the Newsletter. Add “Update the WQHA BOD at meetings held thru out the year and if unable to attend a report should be emailed to the BOD prior to the meeting.” Motion Carried.
- e. XII – No Action, a reminder will be emailed to all Committee Chairs that they need to report to the BOD per the Bylaws and submit a proposal for the coming year and follow up with expenses after event is completed.
- f. XIX b) – no longer have newsletter so update to read published on the WQHA Website and/or emailed to membership
- g. VIII – Election/Replacement of National Directors was brought up with a lengthy discussion following. (BOD members received a copy of the AQHA and WQHA Bylaws prior to the meeting via email to review.) Stephanie Lynn noted that we need a valid reason to challenge an AQHA standing National Director. Many Board members felt that the current National Directors are not assisting or interacting with the WQHA members. It was a big concern that the National Directors provided incorrect information at the September Board Meeting resulting in the conference call to AQHA and the Special Meeting held in October. It was noted that none of the National Directors attended that meeting. Kathy Doyle stated that there would be a position for National Director opening in 2017 but the discussion returned to removing Kathy Schroeder as a National Director. Larry Spratto noted the late Directory caused no printed advertising for the Winona shows. Board members voiced the issue of having no hard copy or digital records as Editor for the WQHA publications, the excessive costs of the publications and website updates over and above the bids the Board approved, and the issue of representing WQHA incorrectly to the Marshfield Fairgrounds.

Rhonda Spratto made a motion to put it to the membership to vote on asking for a National Director resignation due to the above reasons and Katie Kosobucki seconded. After much discussion Rhonda withdrew that motion so that Kathy Doyle could contact Kathy Schroeder to verify if she was resigning from the WQHA Board and her National Director position. Rhonda made a motion, seconded by Katie, to insert Paragraph 4 of Section 1 of the AQHA Article III – Directors replacing AQHA with WQHA:

It is a privilege, not a right to serve on the Board of Directors. Throughout his/her tenure, a Director must:

- (1) remain a WQHA member in good standing, (2) adhere to WQHA rules and regulations pertaining to membership conduct, (3) conduct themselves in an exemplary manner such as to favorably reflect on the Board of Directors and WQHA; and (4) refrain from conduct that is detrimental to the interest of WQHA, its programs, policies, objectives and harmonious relationship of its members. A Director’s conduct is subject to continual review, and a

Director's service on the Board of Directors may be terminated or rejected by the Board of Directors with or without notice and formal hearing. Motion carried.

The Board decided that Kathy Doyle and Larry Lemke should contact Kathy Schroeder via conference call within a week to explain the concerns the Board has regarding her conduct and asking her to resign her position as a National Director. A motion was made by Larry Spratto and seconded by Michele Andrade that pending the outcome of the conference call, a special meeting will be held giving Kathy an opportunity to address the destroying of records by a person in a paid position, the excess funds spent on website updates without Board approval, and the misrepresentation on behalf of WQHA relating to Marshfield. If she is not interested in attending, then a certified letter will be sent to her and a ballot will be sent to the membership of the WQHA to retain a vote of confidence and include a nomination of a new nominee. Motion Carried.

There were no contested offices so the following slate will be presented for a vote of acclimation and no ballots will be mailed for the WQHA Executive Committee and District Directors:

**President - Kathy Doyle**

**Vice President - Stephanie Lynn**

**Secretary - Nikki Schultz**

**Regional VP – North - Larry Spratto**

**Regional VP – Central - LaRue Wills**

**Regional VP – South - Ron Miller**

District 1 Kay DeBoer  
Zoe Miller

District 2 Cindy Tousey  
Michele Andrade  
Rhonda Spratto

District 3 Jim Ramthun  
Robert Schmitz

District 4 Danyelle Gabbert

District 5 Brenda Lindvall  
Keri Smith

District 6 Linda Berg  
Sara Hauer

Due to the time restrictions, the Committee reports were tabled. Kathy Doyle read a thank you card from the Rudolph family for the flowers sent to Gary's funeral.

A motion to adjourn was made at 1:44 pm by Stephanie Lynn and seconded by Rhonda Spratto.

Action Items to be completed:

- Ron Miller to compile a list of “restricted funds”
- Ron Miller to update WI DFI contact info
- Kathy Doyle to send a certified letter to Bobbi Jo regarding the outstanding invoice
- Update the Treasurer Job Description to include annual registration with WI DFI
- Nikki to update Show & Contest rules to reflect 30% (12 judges) minimum for 2016 year end qualifying
- Shows should \* denote any classes on showbills that are not eligible for WQHA year end awards
- Tim Schmahl to email Board spreadsheet of the proposal to charge flat fee per horse rather than \$1 per entry in 2016
- Committee Chairs to submit names of committee members, Nikki to update on website
- Committee Chairs to submit 2015 expenses and proposal for 2016
- Tim Schmahl and Nikki Schultz to look into WQHA Email distribution group to let members know about the no need for ballots and bylaw changes.
- Nikki to update Bylaws for the Website and Directory; Linda Berg to review the Bylaws in further detail
- Kathy Doyle & Larry Lemke to contact Kathy Schroeder, pending outcome to schedule a meeting of the BOD and prepare ballots for Vote of Confidence

Respectfully Submitted,

*Nikki Schultz*