

**MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS
SEPTEMBER 2013 MEETING: September 9TH, 2013**

A regular meeting of the Board of Directors (the “Board”) of Houston Dressage Society, Inc. (“HDS” or the “Company”) was held on Monday, September 9TH, 2013. The meeting, conducted via teleconference, began at approximately 7:04 p.m. Central Time. Due to time commitments, the September was HDS’ first completely teleconference (TC) and as such the minutes do not reflect a meeting location. The September meeting was called and held under the authority of the Texas General Non-Profit Corporation Law and the Bylaws of the Company.

The following HDS directors were in attendance via TC:

Karla West Dee via TC
Flo Edleman via TC
Betsy Hansberry via TC
Kathy Jones via TC
Joanne Patterson via TC
Karen Peacock via TC
Patricia Profit via TC
Jeannie Robicheaux via TC
Leslie Rohrer as facilitator and monitor via TC
Charles Saltzer via TC
Tracy Zaidenweber

An Agenda outlining topics to be reviewed and considered during the meeting had been previously furnished via email to each member of the Board. A quorum of Board members was not present at the very beginning of the September 2013 meeting.

Ms. Rohrer served as Chairman of the September meeting. The meeting began at 7:04 PM. There were no guests in attendance during this meeting. Leslie opened the TC meeting by noting that scheduling and the priority of Championship Committee meeting precluded a detailed review of the raw August Board minutes, as such Ms. Rohrer deferred a review and ultimate acceptance of the August Board minutes during this Board meeting.

BOARD REPORTS *(per September meeting agenda)*

Karen Peacock, Membership Chair, due to timing issues related to the TC meeting was the first commenting Board member and as such Karen advised the Board that as of this date, HDS membership had increased by one (1) member to five hundred thirteen (513) members which extends HDS’ three month string of monthly establishing a new total membership record for HDS. In closing Karen noted her plans regarding scoring obligations for the upcoming Region 9 Championships.

Karla West Dee, HDS’ Schooling Show Chair, advised the Board that she has an up to date cumulative list of Schooling Show participants which displays their scores from each of the Shows they competed in during the completed portion of the 2013 Show Schedule. The database will be posted on HDS’ website. Based on recent questions Karla has addressed regarding participation in the 2013 Schooling Show Championships, Ms. West Dee

suggested the requirements which must be met to compete in the 2013 Schooling Show Championships should accompany the to be published Schooling Show participant database.

Karla noted the Schooling Show Schedule lists six (6) remaining Schooling Shows. As Karla noted during an earlier Board meeting, the number of 2013 Schooling Shows has expanded and as such the Schooling Show ribbons inventory will be short by the end of the 2013 season. Rather than order only those ribbons required to complete 2013, Karla will place an order to cover 2014's requirements and earn HDS a bulk purchase discount.

At this point in the meeting, Kathy Jones noted the upcoming timing of HDS' cash requirements, specifically the timing of cash expenditures related to the 2013 Region 9 Championships. With the known amount and timing of the expenditures, such as expanded hotel/housing expenditure due to the Brazos Expo local, Ms. Jones expressed the opinion that HDS needs to monitor any additional demands on HDS bank held balance of approximately twenty thousand dollars (~\$20,000.00). Ms. West Dee noted her bulk ribbon purchase can and will be a credit card purchase and overall the needed purchase represents a minor expenditure.

Moving to complete her remarks, Karla noted that contracts are now in place with judges Pam Fowler Grace and Joan Darnell for the Schooling Show Championships.

Kathy Jones, HDS' Recognized Show Chair, advised the Board that HDS had one hundred twenty four (124) entries in the Labor Day Show. Overall, the Show was a success and the number of entries made the Show HDS' most financially successful Labor Day Show.

Moving to the 2013 Region 9 Championships, Kathy noted that in an effort to improve the surface at the Brazos Expo Center, HDS has provided Brazos with a sample of GSWEC's arena material for comparison and to ultimately high-grade the Brazos arena's footing for the upcoming Championships. Entertainment wise, HDS has been offered and has accepted a Friday PM dinner for Judges and Show Officials at the home of and hosted by the Texas A&M President. Venue wise, for the USDF and SWDC Championships, the daily Championships ride schedule stands as follows:

- 13 & ½ hours of ride times, Thursday & Friday-2 rings, thus 7 hours/ring
- 15 & ½ hours of ride times, Saturday-2 rings, thus 8 hours/ring
- 19 hours of ride times, Sunday-3 rings, thus 6, 6 & 7 hours/ring

Overall Show wise, HDS will host two hundred (200) competitors, utilizing three (3) rings and three (3) warm-up arenas during the four (4) days of competition. Food wise, for competitors, judges, officials, volunteers and guests, Donna Myers has joined the Show Committee and as a local resident of the Brazos County area, she has provided names of catering services for the Championships. Finally, the Show will offer and judge the traditional Battle of the Barns decoration competition along with conducting a Silent Auction. To convey to Show attendees the information regarding the above plus the others aspects of the Championships, an email will be sent out as a mass mailing to convey the above information, plus information regarding arena locations, warm-up locations, stalling.

At this point, returning to the beginning of the September Agenda, Jennie Robicheaux, HDS Treasurer, expanding on the noted profitability of the Labor Day Show, stated that the Labor Day Show generated a significant net profit. With some minor outstanding Show expenses, HDS' unaudited YTD net income now stands at ~ five thousand six hundred and eighty six dollars (~\$5,686.00). Jennie, noting the earlier comments regarding upcoming Championship expenditures, advised that HDS possesses the needed cash balance to meet all anticipated expenditures for the remainder of the 2013 Show schedule and the end of HDS current fiscal year 2013.

Leslie Rohrer, continuing to act as Vendor/Sponsorship Chair, advised the Board her efforts in this specific aspect of the Championships is devoted to Sponsor coordination and coordinating vendors and vendor space availability at Brazos. Sponsor commitments are in hand and Sponsor invoices will be generated. The suggested and approved Sponsor Lounge area has been secured.

Betsy Hansberry, Awards Chair, advised the Board that the Championship ribbon inventory is in place. She has ordered additional HDS embossed glassware for the remainder of 2013 and for all projected 2014 requirement based on the current and approved six (6) scheduled 2014 Shows. As discussed and finalized at the last Board meeting, specific saddle pads for Champions and Reserve Champions for all Classes and all Levels for Recognized Shows and a similar version for Schooling Shows have been ordered. All that remains is the tabulation process that defines the various Champions and Reserve Champions.

Joanne Patterson, HDS' Juniors/Young Riders Chair, advised the Board that the specifics regarding the Lendon Gray Fall Clinic for Junior/Young Riders are being finalized. Lendon has received a significant large number of entries and the accompanying tape submittals. Once Lendon selects the riders, bios will be generated and an itinerary will be created for the eight (8) to ten (10) selected entries for the two (2) day-Saturday, Sunday-Program. The EDAP Clinic, as a Program, is aimed at Developing (Junior & Young) Riders. EDAP stands for Emerging Dressage Athlete Program. As previously announced and advertised, the Clinic will be held at Twinwood Equestrian Center in October, 2013. As also previously noted, an additional benefit of the Clinic will be the selection of ten (10) riders from this Clinic and others for additional training by Lendon in Florida in 2014.

Rebekah Wesatzke, HDS Education Chair, was unable to attend this Board meeting. Via correspondence with Rebekah, the Board is aware that Debbie McDonald remains the leading candidate for HDS' 2104 Symposium for members and additional Region 9 participants. Personal issues impacting Ms. McDonald's schedule has delayed finalizing a 2014 commitment with HDS. Scott Hassler now stands as a Plan B option if Ms. McDonald cannot make a commitment for early 2014. As noted, HDS plans on holding a Symposium in the 1ST quarter of 2014 or a date prior to HDS' 2014 CDI/Spring Show. Related to the 2014 possible weekend dates for the Symposium, it was noted that currently a few open dates are available for the Tellepson Arena @ GSWEC.

Volunteer Chair wise, HDS has Gillian Gourlay contracted to manage volunteers during the October, Region 9 Championships at the Brazos Expo Center. In addition, Donna Myers will provide backup to Gillian during the 2103 Championships @ Brazos. To support the volunteer effort @ Brazos and facilitate transport of Judges and Officials, HDS will contract

two (2) golf carts during the 2013 Championships. HDS volunteers will assist during the Friday PM, Competitor Wine and Cheese venue and the Saturday PM Dinner.

Special Events wise as noted above, Tracy will manage and oversee the Championship Dinner at the Brazos Expo Center. In addition Tracy will manage and oversee HDS' to be finalized Saturday evening entertainment venue.

Patricia Profit, HDS Historian, has nothing new to report for this meeting. Looking to the 2013 Championships, Patricia offers her assistance to other Board Chairs whom may need assistance prior to or during the 2013 Championships.

Flo Edleman, HDS' Publication Chair, advised the Board that she is still working to acquaint herself with HDS' databases and has attained a degree of comfort utilizing HDS' upgraded website. Flo continues to dialog with Susann Glenn, HDS' contract newsletter generator and website manager, regarding HDS publication issues. Flo's reported that HDS' Facebook page is now active and providing use full updated information to HDS' Facebook linked community. Ms. Edleman is working to eliminate the Facebook page currently misnamed as the Official HDS Group. Flo reminded all board members; this page in question is not supported by or endorsed by HDS. Flo in closing noted the HDS Juniors/Young riders have a Facebook page that numbers one hundred twenty four (124) members or likes.

UNFINISHED BUSINESS (*per September meeting agenda*)

Joanne Patterson's Nominating Committee completed its task given HDS member's willingness to stand for open Board positions; HDS election ballots have been mailed. Prior to the completing of the Committee's task, Karen Peacock Membership Chair advised the Committee and specific Board members that she will be moving to Nebraska in 2014. Karen will give up her Board position and as such will not stand for re-election for 2014-15. Nancy Walker-Taylor, HDS Member Chair prior to Ms. Peacock, has agreed to run as Membership Chair for 2014-15 and as such Ms. Walker-Taylor appears on the HDS ballot.

Thanks, well deserved as expressed by the Board, were offered to Ms. Peacock for her service to the Board and her assistance in securing Ms. Walker-Taylor as an experienced and welcomed addition to HDS' 2014-15 Board.

NEW BUSINESS (*per September meeting Agenda*)

Jennie Robicheaux presented a detailed explanation of changing HDS' status from the current 501(c) 7, which defines a social organization, unable to receive charitable contributions to a 501 (c) 3 status, which defines a charitable organization which would permit and enable HDS to receive charitable contributions and issues letter acknowledging charitable contributions for tax consideration. Jennie will take the lead in this endeavor and will do this for HDS. Kim Parker, a guest via TC during this portion of the meeting, endorsed this effort on behalf of HDS. Kim cited her experience in fund raising for Tax exempt charitable organizations and made a direct comparison between charitable organization she has and is currently involved with as compared to HDS. HDS has similar goals and objectives regarding the services and venues it attempts to provide for its members as other current charitable organizations that benefit and as such are able to pass on benefits

to organization members. HDS in the past pursued efforts that were terminated prior to any formal contact with the IRS regarding attaining a 501 (c) 3 status for HDS.

Moving on, a number of Board members endorsed Ms. Robicheaux presentation and proposed status change, via an IRS ruling, for HDS. Further it was noted, as a CPA, Ms. Robicheaux has the knowledge, experience and expertise to complete this established procedure on behalf of HDS via the IRS. At this point, following a discussion concerning HDS' historic position regarding a charitable status, essential a Board review of a prior and considered binding vote by HDS members in support of a charitable status, it was determined the proper course of action was a Board vote to authorize an \$800.00 expenditure as the required fee to accompany the required paper work submitted to the IRS. With Ms. Robicheaux presentation, a motion was made and duly seconded to authorize the \$800.00 expenditure to accompany the required paper work submitted to the IRS in order to secure a 501 (c) 3 status for HDS. The vote to authorize the \$800.00 expenditure and fully endorse Ms. Robicheaux's effort to attain a 501 (c) 3 status for HDS was unanimous. There were no opposing votes and there were no abstentions.

In a closely related matter, Ms. Robicheaux proposed changing HDS from the current calendar based fiscal year to a fiscal year that matches the Show competition year. More precisely, proposing HDS change from a 12/31 closing of a given fiscal year to an 11/30 closing, in this case an 11/30/2013 closing of HDS' 2013 financial statement. This will again involve a filing with the IRS. Again, Ms. Robicheaux is prepared to make this filing with the IRS on behalf of HDS. Given the improved internal recording and reporting financial benefits to HDS, this will enable HDS to report Income and Expenditures related to activities within the fiscal year that the activity occurred. Longer serving Board members strongly endorsed this proposal. With Ms. Robicheaux's presentation and strong Board endorsement, a motion was made and duly seconded to change HDS from the current calendar based fiscal year to a fiscal year that matches the Show competition year. The vote to authorize the change for HDS from the current calendar based fiscal year to a fiscal year that matches the Show competition year was unanimous. There were no opposing votes and there were no abstentions.

The Board reviewed HDS' new Show for 2014. The November Show, which will be the first Show of the 2014 Show Schedule, will be held @ GSWEC. HDS will make use of the November 2013 dates which were retained for 2013 & are also secured for 2014. The November Show will have two (2) indoor arenas, a single indoor warm-up arena, two (2) Judges, a TD and will be advertised and conducted as a Level 2 Recognized Show. A Prize List is being generated. The Prize List will be submitted to USDF/USEF for approval. The two (2) day Show will be held on Saturday & Sunday, 11/2-3/2013.

As a new revamped process being unveiled by USDF/USEF for 2014, HDS' 2014 Spring CDI will host a USEF Young Horse selection class during the four (4) day Show. Details will be posted as they are released by USDF/USEF.

As part of HDS' effort to fully populate HDS' website, Flo reported that Susan Glenn has found a means of depicting a complete HDS competition year on the HDS website. The goal has been to have a single calendar depicting all HDS events and events that will be displayed as paid event announcements. The updated work and associated freeware software upgrade

will cost three hundred dollars (\$300.00) in labor costs. With Flo and Susan in agreement and endorsing the expenditure and related work, a motion was made and duly seconded to accept the recommendation of the Publication Chair and authorize the \$300.00 expenditure to cover the necessary work. The vote to accept the recommendation of the Publication Chair and authorize the \$300.00 expenditure was unanimous. There were no opposing votes and there were no abstentions.

HDS' new for 2014, six (6) Show Competition Calendar was discussed one more time for the benefit and reinforcement of HDS' commitment, as a Board, for 2014.

The Board discussed and debated a modification to the HDS Membership Fee for 2014. The 2014 fee change will apply to all membership applications, new or renewal, made on or after 11/01/13 for the 2014 Competition Year. Noting that HDS has maintained the same Competition Year Membership Fee for five (5) years, after the discussion and debate, the following guidelines were adopted and passed by a standard motion and seconding motion. The vote to accept the debated guidelines was unanimous. There were no opposing votes and there were no abstentions. The new guidelines for all 2014 Memberships are:

- Overall change depends on type of HDS membership, the net effect is an extra \$5.00/membership IF payment by credit card, which costs HDS a processing fee
- For example, \$55.00 for all Credit Card payment for a 2014 HDS Memberships
- Versus \$50.00 for all check or payment not involving a process fee for a 2014 HDS Memberships

Currently HDS will begin the 2014 Calendar year without a Recognized Show Chair. HDS' President noted the HDS members Karen Cramer and Bit Fingerhut have offered to participate as members of a newly forming Recognized Show Committee (RSC). Leslie thanked both HDS members and advised them that their help and input will be welcomed by the Board. Ms. Rohrer will Chair the RSC.

As a last item, HDS will apply for, with the goal of being awarded, the 2014 Festival of Champions. If awarded to HDS for 2014, the Festival of Champions will be part of the June 2014 HDS Summer Show. HDS applied for this USDF/USEF awarded Show for the 2013 Show Year and that Board motion and approval in 2013 served as the basis for this 2014 application. This action was the last New Item on the September HDS Agenda.

Prior to closing the meeting, Leslie noted the tabling of the unedited August Board minutes. With the scheduled Championships meetings, Leslie suggested the review of the August minutes may be delayed until the October Board meeting.

In closing, Leslie inquired if there was any other New Business for discussion. With no additional New Business offered and the listed agenda New Business topic addressed, the September 2013 HDS Board meeting adjourned at a later than planned 9:15 PM.

Secretary

Approved: _____
Chairman