

**MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS
SEPTEMBER 2014 MEETING: September 8TH, 2014**

A regular meeting of the Board of Directors (the “Board”) of Houston Dressage Society, Inc. (“HDS” or the “Company”) was held on Monday, September 8TH, 2014. The meeting, conducted via teleconference, began at approximately 7:06 PM. Central Time. 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 HDS Board meeting was held in the home of Leslie Rohrer.

The following HDS directors, Recognized Show Committee (RSC) members and guests were in attendance or participated via TC:

Karen Cramer (RSC) via TC
Karla West Dee via TC
Flo Edleman via TC
Joanne Patterson
Karen Peacock via TC
Jennie Robicheaux via TC
Leslie Rohrer as facilitator
Charles Saltzer
Patty Sutton

Tracy Zaidenweber, now working as Volunteer Coordinator

An Agenda outlining topics to be reviewed and considered during the meeting was previously furnished via email to each member of the Board. Advising Board members that the September meeting would begin without a quorum between Board members in attendance and TC'ing Board members, Leslie called the September meeting to order and began the meeting at 7:06 PM. Lacking a quorum at the beginning of the meeting, a review of the August meeting minutes was deferred at this time.

Leslie noted that Karen Cramer, a member of HDS' RSC would participate in the meeting via TC and Tracy Zaidenweber, now working as HDS' paid Volunteer Coordinator, was present with in-attendance Board members. Noting a full September Agenda, including significant items related to preparations for the Region 9 Championships and HDS Open Show, Leslie proceeded as outlined by the September meeting Agenda.

BOARD REPORTS (*per September meeting agenda*)

Jennie Robicheaux, HDS' Treasurer, via TC'ing advised the Board that a meaningful up to date Income statement for HDS still required outstanding expense items, mostly to be invoiced expenses from GSWEC, related to the recently completed HDS Laborious Shows. Reflecting only Income, HDS received ~\$55,000.00 via the Laborious Shows which overly inflates an August YTD Income for HDS. As such Jennie deferred providing an end of August YTD Income for HDS. Jennie went on to ask if there were any Board questions at this point. Lacking any questions, Jennie moved to Sponsorship revenue for the Region 9

Championships and Open Show. Currently Jennie's sponsorship receipts in hand are less than what Kim Parker's input suggests and what others have commitments for.

Returning to the Agenda, Jennie noted an official filing date of 9/8/2014 for HDS' filing with the IRS as a 501 c (3) organization. HDS can now officially describe itself as a non-profit GMO in any communication with members or interested parties, i.e., sponsors, vendors or supporters. More specifically, HDS can act as a 501 c (3) since HDS did not request retroactive recognition as a non-profit organization. Based on Jennie's comments, a motion was made and seconded to permit HDS, as of this date, to act as a 501 c (3) organization when dealing with members or interested parties, i.e., sponsors, vendors or supporters. The board voted to operate to act as a 501 c (3) organization when dealing with HDS members or interested parties, i.e., sponsors, vendors or supporters was unanimous. There were no opposing votes and there were no abstentions.

Finally, Jennie noted recording twelve (12) New HDS memberships bringing HDS' total to four hundred and eight (408) members. At this point, Leslie inquired if there were any Board questions regarding HDS's current financial status & Jennie's overall remarks. The Board had no questions or comments regarding HDS's financials and as such Leslie returned to the September Agenda.

Flo Edleman, HDS' Publication Chair, advised the Board meeting that she had little activity to update other than ongoing efforts to improve HDS' website & her efforts to broaden HDS' applications of FormStack to facilitate HDS communications and interface with members. In that effort, Flo noted the Board can now test online voting by HDS members before the mass email of ballot to HDS members. Flo stated that she believes all is a go via FormStack voting, especially because the use of PayPal is not involved. Going on, Flo reiterated that online voting will save HDS ~\$2500.00 in postage expenses. And anticipating problems related to either HDS member number confusion, duplicate HDS member number or email address errors in HDS membership database, Flo advised the Board that she will place a notice on HDS' website and HDS' Facebook page advising HDS members that if they do not receive an electronic ballot via an email, to contact a designated HDS Board member to correct email address errors in order to receive an electronic ballot.

Following Flo's remarks, Leslie inquired if there were any Board questions or comments. With no Board questions regarding the HDS electronic election process or HDS Publications, Flo ended her remarks and Leslie directed the meeting back to the September Agenda.

Betsy Hansberry, Awards Chair, was unable to attend this Board meeting. Based on input by Betsy to the RSC, Leslie stated that she is assured that HDS' ribbons inventory plus the USDF supplied ribbons for the Region 9 Championships are under control and will only require volunteers to be able to correctly and timely award those earning appropriate Show recognition. Betsy also advised Leslie that based on her investigating other options as opposed to Stadium blankets, Betsy is now pursuing equipment duffle bags as Year End Awards via Noble Outfitters.

Noting Betsy's pre-meeting input, Leslie inquired if there were any Board questions or comments. With no Board questions, Leslie directed the meeting back to the September Agenda.

Karen Peacock, now in place via a Board motion and approval, has returned to HDS as HDS' Membership Chair. As this is her initial meeting as Membership Chair, Karen advised that she is coordinating with Jennie Robicheaux regarding the existing membership enrollment procedure & will make all effort to correct any errors in the membership database especially as related to the upcoming HDS Board elections. Included in her efforts, Karen advised the Board she will work with other Board members to improve the process of recording 2015 HDS members to find and correct existing errors and not add new errors.

Following Karen's comments, Leslie inquired if there were any Board questions. With no Board questions, Leslie directed the meeting back to the September Agenda.

Karla West Dee, HDS' Schooling Show Chair, next advised the Board that the Schooling Show schedule added one Show in November. With respect to posting Schooling Show individual scores, Karla has all of July posted and will complete, verify and shortly post scores through August. Moving to contracts for the upcoming Schooling Show Championships, Karla has a signed contract from Joan Darnell and is awaiting a signed contract from Pam Grace. Overall, in Karla's opinion and in a timing sense, the Schooling Show Championships are coming together. Karla reiterated that she will step down as Schooling Show Chair at the end of her term in December 2014. And as previously noted, Karla will train and assist her replacement during a transition period coinciding with the Schooling Show Championships.

Leslie inquired if there were any Board questions or comments. With no Board questions, Karla ended her remarks and Leslie directed the meeting back to the September Agenda.

With Kim Parker, HDS Sponsorship Chair, joining the meeting via TC, Kim's initial comment reinforced Jeannie's Sponsorship revenue projection for the Region 9 Championships. With Board concurrence provided during this meeting regarding HDS, by IRS standards, now a recognized 501 c (3) organization, Kim has started to rework her Sponsorship brochures and correspondence to reflect HDS' status as a 501 c (3) organization. Kim concluded her remarks by noting that she will meet with, greet and thank HDS Sponsors during the Region 9 Championships.

Leslie inquired if there were any Board questions or comments. With no Board questions, Kim concluded her remarks and Leslie directed the meeting back to the September Agenda.

Joanne Patterson, HDS' Juniors/Young Riders Chair, advised the Board that the Lendon Gray Clinic, a joint Twinwood/HDS event, now has eight (8) riders accepted for the 9/27-28 Clinic at Twinwood Equestrian Center. Juniors and Young Riders will be an important segment of the region 9 Championships and Joanne will attempt to quantify and summarize their results during the next Board meeting.

Leslie inquired if there were any Board questions or comments. With no Board questions, Joanne concluded her remarks and Leslie directed the meeting back to the September Agenda.

Still lacking an in-place Education Chair, the HDS Education report was provided by Leslie and Tracy. HDS is on course to provide a Conrad Schumacher conducted Symposium. HDS, via Tracy with HDS member input, has reached the point of submitting a contract to Herr Schumacher for consideration. HDS will also pursue a facility to hold the Clinic. Leslie and Tracy, based on the costs involved to stage the Clinic, are in agreement that a facility, other than GSWEC, will provide better odds of a break even Educational venue. Related to having Education operate as other HDS Chairs, HDS continues to look for an HDS member to ultimately step forward to serve HDS and the Board as Education Chair.

Leslie ended her and Tracy's remarks and inquired if there were any Board questions or comments. The Board had no questions or comments regarding HDS' Education Chair and as such Leslie directed the meeting back to the September Agenda.

Tracy Zaidenweber, as HDS' contracted Volunteer Coordinator, advised the Board that she continues to fill her volunteer slots for the upcoming four (4) day Region 9 Championships. Tracy noted that Thursday and Friday collectively present the most volunteering challenges. Ending her remarks on a positive note, Tracy advised the Board that Karen Peacock and her total of four (4) volunteer scores, including Karen, are ready to take on their scoring duties.

Tracy ended her remarks and Leslie inquired if there were any Board questions or comments. The Board had no questions or comments regarding Volunteering and as such Leslie directed the meeting back to the September Agenda.

Patty Sutton, Special Events Chair, updated the Board on her activities to finalize the rider events which will be held during the four (4) day Region 9 Championships. Attempting to keep the meeting on time yet light, Patty stated she had nothing on her calendar! Getting back to reality, Patty stated that Saturday's entertainment is settled. The main entertainment will be a traditional Chinese New Year's lion dance and explanation of the traditional blessing of the event at the start of the dinner, all in an effort to commemorate the Year of the Horse. Signing up for the dinner is clearly denoted on the Prize List and can be done online via FormStack PDF. Patty has lined up USDF's Executive Director as a guest speaker who will say a few words welcoming all participants, guests and Officials. The entertainment, the Saturday dinner along with the Friday evening competitors party will be held in the GSWEC Main Arena mezzanine. The Main Arena mezzanine will be the site of the HDS silent auction of competing barn baskets and donated silent auction items as well as the Competitor's Party.

Moving to support items, the lion dance requires a slightly elevated, yet solid dance surface. After some discussion, the consensus was that GSWEC had and would prove the material to

provide a solid, elevated surface for the dance. Patty next mentioned well-conceived messages, or thoughts for fortune cookies, denoted and building on the Year of the Horse theme. The Board responded immediately & Patty requested emails with the thoughts. Finally Patty will draft a message for competitors & barns to decorate, as is the Championship tradition, and to consider decorations that honor the Year of the Horse.

Leslie inquired if there were any Board questions or comments. With no Board questions, but the offering of additional fortune cookies sayings, Patty concluded her remarks and Leslie directed the meeting back to the September Agenda.

Leslie Rohrer, speaking for the Recognized Show Committee (RSC), advised the Board that she was looking for a competitor gift for the packet each competitor receives. Leslie and the RSC believe the number should be an order of between four hundred and five hundred. Cost wise, the overall expenditure for the number of gifts will align with prior year budgets. Looking for suggestions in the near term, Leslie asked for emails or calls on this requested gift idea. Moving on, Leslie noted that Region 9 will have a table adjoining the HDS volunteer table & Region 9 will be selling a t-shirt denoting Region 9. The sales will constitute a Region 9 fund raiser.

Leslie advised the Board that Shoofly will be HDS' 2015 CDI Sponsor. Shoofly wants the Show offered as a CDI ***. HDS will offer and hold a CDI *** as long as there are at least two (2) Grand Prix riders entered. With less than two (2) Grand Prix entries, the 2105 CDI will be a CDI 1*. The costs involved, which have been previously detailed in earlier minutes, clearly support HDS' above stated position. Finally Leslie noted the Horse of Course is returning as an HDS vendor and Sponsor.

In closing her remarks, Leslie inquired if there were any Board questions or comments. The Board had no questions or comments regarding the Recognized Show Committee activities, and as such Leslie concluded her remarks regarding the Region 9 Championships and directed the meeting back to the September Agenda.

Patricia Profit, HDS Historian, did not attend or participate in the September Board meeting, and as such there was no formal review of the activities of HDS' Historian as has been the case for the last number of months.

Leslie inquired if there were Board questions or comments. The Board had no questions or comments and as such the again dormant Historian portion of the Agenda was closed and Leslie moved to the next item on the September meeting Agenda, the Business portion of the Agenda.

UNFINISHED BUSINESS (*per September meeting agenda*)

Leslie advised the Board that HDS will submit a joint HDS/ GSWEC bid with USDF to hold the 2016-2018 USDF National Dressage Championships. Leslie went on to note the financial support of the Harris County Sports Authority (HCAS) as an integral part of HDS' bid. Leslie acknowledged the efforts of the RSC, other Board members and HDS members

to helping to formulate and complete HDS' proposal on time and a win-win scenario in the case that USDF selects Houston as the site for 2016-2018.

Regarding a CPEDI *** for 2016, Leslie noted the extensive review during last month's Board meeting and ongoing RSC discussions. Simply put a CPEDI *** for 2016 requires the necessary dollar commitment in early 2015 to enable HDS to submit the required USDF/FEI paper work. HDS' now established workings with the Harris County Sports Authority (HCAS) may make an 2106 Olympic Qualifier a venue HCAS is willing to underwrite and make a CPEDI *** a reality.

Dressage Stake Classes for 2015 as a topic was again deferred due to the demands on HDS' RSC volunteers. RSC has enabled HDS to be far and comfortably ahead of schedule, as in near finality regarding all aspects of the 2015 Show Schedule and associated contracts, commitments and arrangements for travel and lodging of the required Judges and Officials.

NEW BUSINESS (*per September meeting Agenda*)

Leslie advised the Board that a new block of USDF National Tests will officially be offered starting 12/1/2014. HDS members are also advised to take note of the change in USDF National Dressage Tests and to follow their own means of securing the tests or test books as an exact guideline of the National Dressage Tests to be ridden starting 12/1/2104 and going forward for a period of four (4) years.

Finally, as a note for Board member to pass on to competitors in their respective barns and as a notice that will be posted on HDS' website, be advised that those Region 9 competitors than finish as Champion Riders or Reserve Champions must declare their individual intent to compete during the National Dressage Championships.

In closing the meeting, with all Agenda items either discussed or deferred as noted, Leslie inquired if there was any other New Business for discussion. With no New Business offered and the listed Agenda addressed, the September 2014 HDS Board meeting adjourned at 8:43 PM.

Secretary

Approved: _____
Chairman