

**MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS
NOVEMBER 2016 MEETING: November 16TH, 2016**

The regular November meeting of the Board of Directors (the “Board”) of Houston Dressage Society, Inc. (“HDS” or the “Company”) was held on Monday, November 16TH, 2016. The meeting was opened at ~7:04 PM Central Time. The November meeting was called and held under the authority of the Texas General Non-Profit Corporation Law and the Bylaws of the Company. The November Board meeting was held at Carraba's Italian Restaurant on Kirby Drive as this meeting marked the end of service for a number of outgoing Board members. Leslie Rohrer noted that this 3RD such HDS dinner meeting, in this case for departing '15-'16 Board members, serves as an "thank you" for the hours of work by Board members on behalf of HDS and its members. Leslie added as a 3RD annual HDS "thank you" dinner, HDS' Board may have established a meaningful tradition.

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

Emily Conn as HDS' new Volunteer Coordinator
Karen Cramer (RSC)
Elizabeth Crawford as HDS' new JR/YR Chair
Leslie Cummings (RSC)
Kristin Cyprus as HDS' new Awards Chair
Malinda Edwards de Mata
Flo Edelman departing IT/Historian
Vince Flores as HDS' new IT/Historian
Angel Gunn as HDS Vice President
Lacey Halstead
Susan Heather departing Awards Chair
Devon O'Leary new Special Events Chair
Joanne Patterson departing JR/YR Chair
Chris Renne as HDS' new President
Leslie Rohrer as meeting vacillator for one last time
Charles Saltzer
Jena Tavormina

An Agenda outlining topics to be reviewed and considered during the November meeting was previously furnished via email to each member of the Board, the members of the Recognized Show Committee and HDS' Volunteer Coordinator.

Leslie opened the meeting by thanking all of the departing Board members in attendance along with those departing members that could not attend this meeting. Leslie next noted the two (2) members of the RSC, listed above, in attendance. With a quorum of current Board members in attendance Leslie asked that the Board acceptance the previously corrected September Board minutes. A motion was made and seconded to accept the corrected September Board minutes. The Board voted to accept the finalized September minutes.

There were no opposing votes and there were no abstentions. For new Board members, finalized September minutes, the corrected but to be approved October minutes and the raw November minutes will be forwarded to all Board members and RSC members prior to the December '16 Board meeting.

Leslie concluded her opening remarks and dinner was ordered. While awaiting dinner, the meeting transitioned to the November Agenda.

BOARD REPORTS (*per November meeting agenda*)

Bit Fingerhut, HDS Treasurer, advised the Board that she projects that HDS will have increased positive Net Income, over 2015's Net Income, from the recently completed Region 9 Championships and Open Show. With minimal Expense items still to be reconciled Bit expressed confidence with the projected Income figure. Bit noted the Income increase was the direct result of increased number of tests in both the Championships and the Open Show.

Bit moved to HDS' Net Income for FY '16. Bit projected a Net Income of approximately \$15,000.00.

Following up on providing a Financial comparison, HDS EOY '16 versus HDS EOY '06, Bit provided the following:

- In '06 HDS had a \$50,000.00 CD as an emergency, back-stop with an additional \$50,000.00 in working capital. Over time, HDS used some of working capital to cover expenses directed tied to HDS Mission of providing quality Dressage venues, Educational opportunities for HDS members and advancing Dressage as an Equestrian pursuit for HDS members and the resulting benefit to Region 9.
- EOY '16 HDS will have restored the \$100,000.00, approximately equally divided into a CD and funds held in HDS' limited control checking account.
- Over the last three (3) years, via a number of financial measures and initiatives, HDS reduced its yearly cost of business, performing HDS' Mission, from approximately \$30,000.00 to \$20,000.00.
- The above cost controls were implemented via moving to online activities including reduced credit card fees, the near elimination of mailing costs associated with HDS communications, yearly elections, HDS clinics, symposiums, etc..

Bit answered questions regarding HDS' increased Income related to the increased number of HDS Shows. In Bit's response, she noted over time HDS offered more & higher Level Shows, specifically referencing HDS offered CDI's & HDS' single CPEDI. Bit stated offering more and higher level Shows involves higher Expenses. HDS went from losses on higher Level Shows, the setting of a goal of breaking even, then to small incremental profits per Shows via cost oversight. Bit concluded her answers by reiterating that holding the Region 9 Championships at GSWEC, HDS' increased Income is the direct result of increased number of tests during the Region 9 Championships and HDS' Open Show.

Leslie inquired if there were any Board financial questions or comments related to HDS finances related to the completed Region 9 Championships and the Financial projections presented. With no Board questions, Leslie directed the meeting back to the November Agenda.

Jena Tavormina, HDS Schooling Show (SS) Chair opened her remarks stating she expects qualified rider participation in the Schooling Show Championships to increase due to HDS adding more participation opportunities via:

- Eventing Dressage tests offered and qualified scores attained at Schooling Shows.
- Western Dressage tests offered and qualified scores attained at Schooling Shows.
- Pony Classes offered and qualified scores attained at Schooling Shows.
- Increased interest in participating in the Open Show for overall '17 rider objectives.

Jena noted she is already looking to '17 with the goal of building on '16 SS improvements and improving rapport with SS competitors. In a move to improve that rapport, Jenna recommended that HDS rescind a requirement that SS participants submit their qualifying tests to HDS in order to be listed as a qualified rider for the Schooling Show Championships. Jena stated she is now confident that the SS barns are now and will continue to submit all rider scores to HDS. Making those SS barn submittals more timely is ongoing. Based on Jena's recommendation, a motion was made and seconded to no longer require that SS participants submit their qualifying tests to HDS in order to be listed as a qualified rider for the Schooling Show Championships. The Board voted to rescind the requirement that SS participants submit their qualifying tests to HDS in order to be listed as a qualified rider for the Schooling Show Championships. There were no opposing votes and there were no abstentions.

Leslie inquired if there were any Board questions or comments regarding HDS' Schooling Show Championships and HDS' initial plans for '17. With no Board questions, Leslie directed the meeting back to the November Agenda.

Flo Edelman, HDS Historian Chair, simply said BYE. Leslie thanked Flo for adding IT to her Board responsibilities and noted Flo's efforts that made HDS more digital, specifically online contributions and initiatives that positively impacted HDS' bottom line and helped other Chairs doing their jobs thus helping HDS. Flo offered her help such that Vince Flores' transition to new HDS Historian is a smooth transparent transition.

Following Flo's remark and offer of help with Vince's transition, Leslie inquired if there were any Board questions or comments. With no Board questions, Leslie directed the meeting back to the November Agenda.

Karen Peacock, HDS Membership Chair was unable to attend this Board meeting. Karen had previously advised Leslie that HDS closed the 2016 Competition Year with three hundred

ninety nine (399) members which was an increase of ten (10) HDS members from the three hundred eighty nine (389) per Championship membership.

Leslie inquired if there were any Board questions regarding HDS memberships or comments. With no Board questions, Leslie directed the meeting back to the November Agenda.

Patty Sutton, HDS Special Events Chair, was unable to attend this last Board meeting of her Board tenure. It was noted Patty, AWOL at a Special Event, unheard of. Leslie thanked Patty for her contributions and attention to detail in orchestrating and holding all of HDS' Special Events during her service on the Board. HDS Special Events, benefitting HDS members, guests, Sponsors and Show Officials that attended these events, increased number wise and benefitting increasing numbers of HDS members, especially Recognized Show participants and HDS Annual Award winners.

Following her remarks directed to Patty Sutton, Leslie introduced Devon O'Leary, HDS' new Special Events Chair. Devon in-turn stated she will continue and build on Patty's contributions including continuing to creatively maximize HDS' strengths and assets when HDS next provides a Special Event. That said, Devon stated her 1ST Special Event will be HDS' upcoming Schooling Show Championships and Open Show at GSWEC on Saturday, December 10, 2016.

Leslie inquired if there were any Board Special Events questions or comments. With no Board questions, Leslie directed the meeting back to the November Agenda.

Lacey Halstead, HDS Sponsorship/Advertising Chair, advised the Board that as she looks at how she might increase the number of Sponsorships & specific to potential Sponsors that expect preferred stall space, Lacey has a numbers problem with stalls in Barn C at GSWEC. Lacey is in contact with GSWEC and is aware stall improvements and more 12' X 12' stalls are planned. A specific GSWEC timetable on more and improved stalls is not currently available. Lacey has no current new recommendations, but she stated she is considering how to both attract more Sponsors and possibly control the current 1ST come, 1ST assigned to 12' X 12' stalls. Possibly per Sponsor ship level, some number of preferred 12' X 12' stalls for Championship horses and nearby 10' X 10' stalls for Open Show horses. Possibly with equal Sponsorship levels a carefully crafted assignment of 12' X 12' stalls and nearby 10' X 10' stalls. Lacey added she will follow up with GSWEC hoping that her input might generate a timetable that helps HDS. In closing Lacey added she is studying how Championship rides held in Tellepson, adjoining Barn E and Championship rides held in Wheless might help with her numbers and placement of Championship horses and Sponsors for '17.

Leslie inquired if there were any Board questions regarding HDS' Sponsorship efforts. With no Board questions, Leslie directed the meeting back to the November Agenda.

Joanne Patterson, HDS Junior/YR Chair, in her final remarks as an HDS Board member noted that the JR/YR's had distributed ballots to vote in a new JR/YR Board. Joanne thanked the Board for its support, input & encouragement during her tenure. Joanne added her hope

that the new Board would support her successor, Elizabeth Crawford. Next Joanne introduced and verbally handed over the JR/YR reins to Elizabeth Crawford. In-turn Elizabeth, noting how geographically spread out HDS' JR/YR were, she stated her plan to better connect with the JR/YR's by utilizing their shared interests, such as Facebook and their common interest, improving at Dressage.

Leslie inquired if there were any Board questions regarding HDS Junior/YR's or comments. It was noted that for HDS to continue some venues that financially supported JR/YR, JR/YR volunteering in support of HDS Recognized Shows needed to demonstrate increased volunteer hours over time. With no additional Board questions or comments, Leslie directed the meeting back to the November Agenda.

Chris Renne, HDS Education Chair, will continue to serve as HDS' Education Chair while taking on the responsibility of HDS' President. In her position as Education Chair Chris thanked Leslie Rohrer for spearheaded the efforts that resulted in HDS' Schumacher FEI Training Series. In her new position as HDS' President-elect, Chris thanked Leslie Rohrer for:

- HDS' wonderful current Fiscal and Operational conditions.
- The added programs that HDS offers and provides to its membership and Region 9.
- Growing HDS' membership and growing rider participation in HDS Shows, Recognized and Schooling.
- Continually improving the image of HDS as a leading GMO and as such improving the image of Region 9 in the USDF/USEF world.

Leslie thanked Chris for her warm thoughts, then Leslie expressing her confidence that Chris would continue HDS' Mission to the benefit of HDS's membership and Region 9. Returning to her task, Leslie inquired if there were any Board questions regarding HDS' Education venue or comments. With no Board questions, Leslie directed the meeting back to the November Agenda.

Susan Heather, HDS Awards Chair, in her final remarks as Awards Chair advised the Board and her successor, Kristin Cyprus, that HDS can now order ribbons as needed for HDS' Recognized Shows. HDS has an inventory of new ribbons that are adequate for HDS' Winter Show in January '17. Beyond that point HDS' new vendor will supply ribbons in advance based on HDS ribbon orders received rather than HDS ordering ribbons one year in advance and making a significant one-time payment. HDS going forward has the financial advantage of ordering ribbons as you need, pay as you go.

Susan next, following on another tradition, offered BYE to all, adding Call Me to Kristin. Susan then added she and Kristin will transition such that Kristin will understand HDS' ribbon and awards needs based on HDS' Recognized and Schooling Show schedules. The required ribbon and awards vendor contacts will be established going forward a Susan hands over the Awards reins to Kristin.

Finally Susan advised the Board that her Noble Outfitters orders for HDS' Awards Banquet are in place and being filled. HDS' Recognized Champions and Reserve Champions based on high scores attained at HDS Recognized Shows and Schooling Shows will be surprised again and hopefully pleasantly rewarded. Kristin will finalize the monogramming process once the orders are in, again with Susan's assistance.

Leslie inquired if there were any Board questions regarding HDS Awards or comments. With no Board questions, Leslie directed the meeting back to the November Agenda.

Malinda Edwards de Mata, HDS Publication Chair, noted she is experiencing increased requests from Schooling Show barns requesting advanced and more than one (1) HDS advertising/Show via HDS' Facebook page. With 2 or 3 Schooling Shows on some weekends, HDS' increased advertising on a monthly basis on behalf of HDS' Schooling Shows may result in Facebook viewing HDS as a business, which would require HDS to transition to a Facebook Business page. The result more control by Facebook, more input required by HDS to advertise HDS' Schooling Shows. Malinda, while viewing the Facebook advertising is vital and important for the Schooling Show barns, recommends HDS institute a one (1) Schooling Show announcement/barn for each Schooling Show offered by a barn. Malinda noted HDS will still provide a Schooling Show schedule on HDS' website and any late addition Schooling Show can be covered by an email blast. Based on Malinda's recommendation, a motion was made and seconded to limit Schooling Show barns advertising on Facebook to one (1) Schooling Show announcement/barn for each Schooling Show offered by a barn. There were no opposing votes and there were no abstentions.

Leslie inquired if there were any Board questions regarding HDS' Publications or comments. With no additional Board questions or input, Leslie directed the meeting back to the November Agenda.

Leslie Rohrer, on behalf of the Recognized Show Committee, advised the Board that Betty Waldo would no longer assist HDS' RSC by securing/providing Special Awards, e. g., High Point trophies, that were included in Prize Lists for HDS Recognized Shows and Championships. Leslie transitioned to advise the Board that HDS' application for the 2018 Region 9 Championships is due to be submitted February 1, 2017. Leslie noted that the RSC was working to complete the application process on time and the financial exposure to HDS will be compiled for review and fine tuning if required. For new Board members, Leslie noted HDS already has been awarded the 2017 USDF Region 9 Championships. Leslie also added that RSC is in contact with GSWEC regarding physical plant improvements that will be in-place and thus benefit HDS' 2017 Championships and will be included in HDS' 2018 application for the 2018 Region 9 Championships.

Leslie moved to HDS plans to add Materiale Classes in 2017 for young horses that Southern Breeders have requested. In conjunction with Southern Breeders the plan is to offer a class as a Stakes Prize Class to increase interest and promote the Class a part of an HDS Recognized Show.

In closing Leslie noted the World Equestrian Games will be held in North Carolina in 2018.

Leslie inquired if there were any Board questions regarding HDS' Recognized Show Committee or comments. With no additional Board questions or input, Leslie directed the meeting back to the November Agenda.

Emily Conn, HDS' new Volunteer Coordinator was introduced by Leslie Rohrer. Emily stressed that she would attempt to build on the core of volunteers that Tracy Z has developed and nurtured to HDS' benefit. Emily hoped to be able to use social networking to expand HDS' volunteer numbers. Emily's 1ST assignment, staffing and working HDS' upcoming Schooling Show Championships and Open Show. Sharing her thoughts, Emily is considering HDS vests which could be handy for HDS' Winter Show and Region 9 Championships and if worn during Houston's cooler weather would promote HDS' visibility beyond the Dressage community.

Closing this portion of the dinner meeting, Leslie inquired if there any Board questions regarding HDS volunteering for the upcoming HDS Schooling Show Championships and Open Show. With no Board questions, Leslie directed the meeting back to the November Agenda.

UNFINISHED BUSINESS (*per November meeting agenda*)

Near to completing dinner and no deserts planned in consideration of Board member horses, with no Unfinished HDS Business the meeting moved to New Business.

NEW BUSINESS (*per November meeting Agenda*)

With all of HDS' pressing business discussed and no pressing New Business, coffee being enjoyed, Leslie for one last time inquired if there were any Board questions. With no Board questions, Leslie advised the Board that she was prepared to adjourn the November HDS Board meeting.

Without additional questions or Business items offered and the listed Agenda addressed, the November 2016 HDS Board meeting adjourned at a late 9:29 PM having recorded a wonderful meal enjoyed by departing and new Board members. A Thank you was offered one last time to departing Board members.

Secretary

Approved: _____
Chairman