

**NCHA ANNUAL BOARD OF DIRECTORS 2nd SESSION MEETING MINUTES
JUNE 5, 2022
MARRIOTT AT CHAMPIONS CIRCLE – FORT WORTH, TX**

The second session of the 2022 NCHA Annual Board of Directors meeting was held at 9:00am on Sunday, June 5, 2022 at the Marriott at Champions Circle located in Fort Worth, Texas.

President Ora Diehl called the meeting to order at 9:04am central standard time.

Roll was called with a quorum of 109 Board of Directors in attendance including:

Region I: Western/Central Canada – Connie Down-Cicoria and Sandy Reid; Colorado – Nathan Miller, Ron Pietrafeso and Bob Tragemba; Idaho – Denise Shewmaker; Oregon – Marcea DeGregorio and T. Scott Tullis; Washington & Alaska – Holly Jones and Dean Rebhuhn; Wyoming – Kristen York

Region II: Arizona – Sherry Cowan, Joe Kalt, Tim Smith and Mike Wood; California & Hawaii – Phil Benadum, Kathy Cardon, Tim Castilaw, Rock Hedlund, Fiina Ugrin Jolley and Suzanne Rodoni-Silverberg; Nevada – Theresa Gillock

Region III: Iowa & Wisconsin – Travis Grover; Kansas – Rebecca Waters; Minnesota – J.P. Bell and Bob Janssen; Missouri – Ernie Beutenmiller, Jr. and Sonny Martin; Nebraska – Kirby Smith; North & South Dakota – Jason Reed

Region IV: Indiana – Byron Green; Kentucky – Randy Mesalam; Michigan – Dan Agnew; Ohio – Jeff Brown, John Lavelle and Chuck Smith; New England (CT, MA, ME, NH, RI, VT) NY, NJ & PA – Marty Miller, Bill Stein and Jack Werner; Virginia, West Virginia, D.C., Maryland & Delaware – Roy Bauer and Jim Johnson; Eastern Canada – Eric Van Boekel

Region V: Alabama – Andrew Sligh; Florida – Josh Deason, Ora Diehl, Bill Kidd, Sandra Lines and Sharon Overstreet; Georgia – John Hulsey, Nate Pettit and Mark Senn; North Carolina – Garry Merritt and Barnwell Ramsey; South Carolina – Tracy Barton; Tennessee – Maben Thompson

Region VI: Arkansas – Diana Cunningham, Toddy Pitard, Tommy Williams and Lewis Wray; Texas East – Johnny Bates, Bradey Davis, Jan Gandy, Cynthia Patty and Michael Wood; Louisiana – Robert Charles Brown, Elizabeth Quirk and Bruce Richerson

Region VII: New Mexico – Leslie Graor and Richard Hicks; Texas South – James Davison, Jimmy Eakin, Scott Ferguson, Bobby Hunt, Janice Little, Hydie McAlister and Jane Mancuso; Texas West – Cheryl Callis, Sherry Graham, Skip Jones and Steve Smith

Region VIII: Oklahoma – Cara Brewer, Jody Galyean, Kathleen Moore, Ty Moore, Bill Riddle and Brad Wilson; Texas North – Jeremy Barwick, Sharon Beach, Lindy Burch, Jo Ellard, Matt Gaines, Casey Green, Leon Harrel, Cody Hedlund, Tom Lyons, Susan McBryde, Frank Merrill, Matt Miller, Ken Mock, Bruce Morine, Rick Mowery, Lachlan Perks, Dan Popeck, Phil Rapp, Ben Roberson, Corrie Rousey, Ted Sokol, Chubby Turner and Bronc Willoughby

Absent were the following:

Region I: Western/Central Canada – Darcy Geherman, Les Jack, Amanda Smith and Doug Wiens; Colorado – Steve Norris, Nicole Pietrafeso and Joel Schulz; Idaho – Barbi Madgwick; Montana – Suzanne Nellen and John Seymour; Oregon – Cameron Verstegen; Utah – Josh Hofeldt and Steve Williams; Washington & Alaska – Jeff Knight; Wyoming – John (Jack) Enright

Region II: Arizona – David Costello; California & Hawaii – Bob Adams, Norm Clark, Rick Corso, Morgan Cromer, Bernie Talbot, Carol Ward and Stan Williams Jr.; Nevada – John Echeverria

Region III: Illinois – Rick Jackson and Bret Parsons; Iowa & Wisconsin – Seth Kirchner; Kansas – Grant Smith; Missouri – Greg Beutenmiller and Joe Wes Davis; North & South Dakota – Matt Lopez

Region IV: Indiana – Andrew Larsen; Michigan – Crystal DeWitt; Ohio – Steve Duff; European Directors (Waived) – Josef Bachmeier, Jana Kucerova, Martin Parage, Denis Pini and Sergio Traverso

Region V: Alabama – Julie Beasley, Brenda Burns and James Hooper; Florida – Pam Scott; South Carolina – Ric Rumble; Tennessee – Barbara Brooks and Zeke Entz

Region VI: Texas East – Punk Carter; Louisiana – Gwen Coie, Keith Deaville, Edley Hixson, Jr. and Chris Thibodeaux; Mississippi – William Cole, Taylor Flowers and Don McGraw

Region VII: Texas South – Frank Bowen, Burt Bull, Mike Mowery, Harrison Perrin and Sam Wilson; Texas West – Josh King

Region VIII: Oklahoma – Lloyd Cox and James Payne; Texas North – Clint Allen, Chris Benedict, R.L. Chartier, Dennie Dunn, Gavin Jordan, Jim Milner, Steve Oehlhof, Tarin Rice, Tatum Rice and Jonathan Rogers

President Ora Diehl opened by moving the meeting to the first order of business, addressing the proposed bylaw changes. These three (3) proposed bylaw changes were noticed to all the Board of Directors by way of email on May 2, 2022.

PROPOSED BYLAW CHANGES

PROPOSED BYLAW CHANGE #1

Article V – EXECUTIVE COMMITTEE

Section One. There shall be an Executive Committee composed of the President, the President-Elect, the Vice President and such Regional Directors as described herein and at-large members as described herein as shall be elected from among the Directors and the Life Directors. The President, President-Elect and Vice President shall each serve on the Executive Committee during their respective terms of office.

- (a) ~~Beginning with the June 1998 meeting of the Board of Directors, the Association shall phase in a revised system for the election of the Executive Committee which shall~~

~~endeavor to promote diverse geographical representation on the Executive Committee. At that time, the Association shall establish eight geographically based Regions of approximately equal membership, from which certain members of the Executive Committee shall be elected. The revised Executive Committee Election process incorporating regional representation shall be phased in over a three-year period. At the completion of such phase in period, †The Executive Committee shall thenceforth consist of fourteen members and shall~~ be composed as follows:

(i) eight Regional Directors consisting of one Regional Director from each Region, each of whom shall have been nominated and elected by the Directors residing in such region from among the eligible Directors and Life Directors residing in such Region;

(ii) three executive officers, consisting of the President, President-Elect and Vice President; and

(iii) all at large members elected to serve on the Executive Committee at or prior to the June 2022 Convention shall serve out the remainder of their existing three year terms. No at large members shall be elected to the Executive Committee after the June 2022 Convention. ~~three at large members, each of whom shall have been nominated and among the Directors and Life Directors.~~ No at-large members will serve on the Executive Committee after June 2025.

(d) Because of the staggered terms of membership on the Executive Committee, the election system shall work as follows:

(i) Commencing with the June 2003 annual meeting of the Board of Directors and thereafter, all ~~at large members and~~ Regional Directors shall rotate off the Executive Committee as their respective three-year terms shall expire. Upon the expiration of their respective terms, ~~each at large member shall be replaced by an at large member, and~~ each Regional Director shall be replaced by a Regional Director elected from that same Region. Each ~~at large member and each~~ Regional Director so elected shall receive a three-year term.

(ii) At each annual meeting of the Board of Directors thereafter, the Board of Directors shall elect as many members of the Executive Committee as shall be necessary to fill the expiring terms.

(e) Except as otherwise provided herein, all ~~at large members and~~ Regional Directors who are elected to the Executive Committee shall serve on the Executive Committee for staggered three-year terms. ~~Elections to fill all ordinary vacancies of at large members of the Executive Committee shall be by the Directors and the Life Directors and shall be held at the annual meeting of Directors.~~

~~(i) Nominees for all at large members must complete an At Large Nominee application form and return the completed form to the Executive Director by March 1 in order to be eligible for the At Large Election. A digital picture should accompany the application for website posting, if possible. Distribution to Directors of the completed applicant form should take place by April 15 either by posting on the NCHA website or by email to the Directors. Voting for the at large members at the annual meeting of Directors will be by show of hands or written ballot as determined by the President. Those nominees receiving the highest number of votes from the Directors and the Life Directors shall become the new at large members of the Executive Committee.~~

A **MOTION** was made by Ron Pietrafeso and **SECONDED** by Lewis Wray to adopt this proposed bylaw change as presented. After discussion, a vote on the Motion was taken. **MOTION FAILED.**

PROPOSED BYLAW CHANGE #2

(i~~ii~~) During their term of service, any member of the Executive Committee who misses two consecutive meetings of the Executive Committee shall be immediately terminated as a member of the Executive Committee unless the Executive Committee member has been granted an excused absence with respect to any such meeting by the President. The President may grant for illness or other emergency or other good cause, as determined in the President's sole discretion. In no event may a person be elected to serve as a member of the Executive Committee for more than two consecutive three-year terms, or for more than eight consecutive years. *However, this section does not prevent a member from serving past the eight consecutive year mark if such additional years of service are to serve as an elected officer of the Association.*

A **MOTION** was made by Frank Merrill and **SECONDED** by Sharon Beach to accept the proposed bylaw change as presented. After discussion, a vote on the Motion was taken. **MOTION PASSED.**

Section Two. Any Executive Committee member who was elected to the Executive Committee as a Regional Director ~~or an at large member and~~ who is then elected to the office of President, President-Elect or Vice President of the Association shall, upon assuming such office, be deemed to have vacated their Executive Committee position as a Regional Director ~~or at large member~~. The unexpired term of the vacated Executive Committee position shall be filled pursuant to an election conducted in accordance with Section One (e) of this Article V.

PROPOSED BYLAW CHANGE #3

Article VI – OFFICERS AND DUTIES

Section One. There shall be three elected officers of the Association: The President, President-Elect, and Vice President. Such officers shall be elected as follows:

- (a) Prior to each annual meeting of the members, a Nominating Committee consisting of eight members shall be appointed by the Executive Committee for purposes of electing a Vice President. Four members of the nominating committee shall be from the Executive Committee. Four members of the Nominating Committee shall be from the Board of Directors, each of whom shall be from a different director district, and no more than two of whom may be from the same region. The Nominating Committee shall elect a chair for among its members. The Nominating Committee shall meet *at least* 120 days prior to each annual meeting of the members of the Association and shall nominate two candidates *at least 60 days prior to each annual meeting* for the office of Vice President. The candidates nominated for the office of Vice President must have been a member in good standing continuously, without suspension or probation, for a

period of seven 7 years prior to nomination. The candidates must have completed three 3 years of continuous service as a director of the Association on or before the date of assuming the office of Vice President or have served as a member of a Standing Committee for three 3 continuous years within 10 years of nomination. In determining the nominees for the office of Vice President the Nominating Committee shall solicit recommendations from the Board of Directors. The Vice President shall be elected to a one-year term.

A **MOTION** was made by Frank Merrill and **SECONDED** by Lachlan Perks to accept this proposed bylaw change as presented. After discussion, a vote on the Motion was taken. **MOTION PASSED.**

UNFINISHED BUSINESS

At this time, there was no unfinished business from the Board of Directors 1st Session Meeting that was held at 5:30pm on Friday, June 2, 2022 to discuss.

AT LARGE ELECTION

President-Elect Ted Sokol asked the candidates running for the 2022 open At Large position to give their final statements before this position is voted on. Candidates came up in order of Cara Brewer and Ora Diehl (candidate Rick Mowery previously withdrew his candidacy). Ballots were distributed during the initial roll call and collected by staff once votes were casted. Votes were calculated by members of the Executive Committee overseen by the NCHA Officers.

Our new 2022 At Large Executive Committee Member elected was Cara Brewer out of Jay, OK in Region VIII.

NCHA FOUNDATION

NCHA Foundation Director Julia Buswold addressed the Board of Directors with updates from the Foundation. Julia started off by introducing the current members of the trustees which include Joey Milner, Jo Ellard, Frank Merrill, Charlie Israel, Dr. Glenn Blodgett and Lachlan Perks. The Executive Committee recently ratified a newly chosen candidate, Dustin Ewing to join these trustees and serve the NCHA Foundation.

The mission of the NCHA Foundation is to serve the National Cutting Horse Association and its members through the areas of focus below:

- Youth Scholarships and Programs
- Historical Preservation
- Education and Promotion
- Animal Welfare and Research

Foundation currently has two (2) grant cycles that is open for submittals and consideration which are March 15th and September 15th each year. An explanation was offered on how funds

can be awarded through this grant process. The Foundation budgets annually and follows the Foundation's spending rule from the investment account of 3.5-5.0% annually to support the areas of focus for the Foundation. The NCHA Foundation is healthy and currently valued at \$4.6M with most of the funds being made up of restricted funds and \$1.2 million in restricted youth scholarship funds which have been awarded. After the annual breakdown of funds which are available for consideration to utilize, it is around \$130K-150K to support the tenants or areas of focus. This typically breaks out to roughly \$100K for youth programs and scholarships and \$10-\$12K each annually for the remaining three areas of focus. If you have any questions with regards to this breakdown or spending rule, please feel free to contact Julia Buswold for further explanation. Goal is to provide support and funding to the members of the NCHA for generations to come so spending rules are strict and guidelines are followed.

Since 2019, the Foundation has committed over \$415K in support to the Youth. These funds are outside of the money in the scholarship investment account that the youth has already earned. Youth & Scholarships are currently the Foundation's largest area of focus. Scholarships can be used towards any educational institution or possible skill/trade program that would advance their education and future. This past year alone, the Foundation has supported our Youth in the amount of \$85K towards these efforts. Julia asked for a round of applause for the trustees as they approved disbursement of these funds.

The Foundation officially announced the Lonnie and Barbara Allsup Fund endowment which will support the NCHA Foundation Merit-Scholarship program. The endowment allows for a \$5K scholarship annually to go to the first place merit scholarship recipient. Foundation is honored to partner and continue with Barbara Allsup on this scholarship project for years to come.

As a reminder, youth can access their scholarships accounts online through the portal to review funds available and all scholarship payment requests must be made through this system. Funds are only distributed directly to the educational or trade institute. Youth has until they age out at 25 years to utilize scholarships earned.

As most of you know the Foundation works hard on historical preservation and with this being the 75th anniversary they are scanning to preserve all the archives at 260 Bailey and the library files in Fort Worth. This effort is a work in progress over the past two years and so far have made it through the "L" files alphabetically. We want to recognize the Dogwood Foundation for putting in a grant to help staff an intern to assist with these efforts.

The Animal Welfare and Research tenant is currently working on accessing several projects. Dr. Glenn Blodgett is Chairman of this tenant. The past few years, the Foundation has supported over \$30K for animal welfare crisis funding due to floods and fires. Please spread the word of those in need that there are funds available through The Foundation for the Horse.

Foundation's Education and Promotion, this focus is where you will see the most public activity. Last year during the Futurity, the Foundation raised over \$420K at their cattle sale and with much excitement and new ranch donations this Western Heritage event is scheduled again for this year on Wednesday, December 7th, at River Ranch so mark your calendars to attend.

As many witnessed at the Members Hall of Fame Gala, it was important for the Foundation to take on the project of designing and offering a unique Members Hall of Fame pin that honors and recognizes all current and past inductees.

In closing, the Foundation was able to present "The Cut" this year as this project has been five years in the making but excited to show and share the streamline access which is forthcoming.

ADJOURNMENT

There being no further business, **MOTION** was made by Jim Johnson and **SECONDED** by Marty Miller to adjourn the Board of Directors meeting and move into the General Membership Meeting. **MOTION PASSED.**