

**NCHA ANNUAL GENERAL MEMBERSHIP MEETING MINUTES  
JUNE 5, 2022  
MARRIOTT AT CHAMPIONS CIRCLE – FORT WORTH, TX**

The 2022 NCHA General Membership meeting was held at 10:30am on Sunday, June 5, 2022 at the Marriott at Champions Circle located in Fort Worth, Texas.

President Ora Diehl called the meeting to order and invited Executive Director Jay Winborn to the podium to lead the meeting on the next agenda item.

Executive Director Jay Winborn welcomed the members in attendance, Jay stated that he had the pleasure to be a part of honoring the inductees of the Members Hall of Fame at last night's gala event. He expressed a thanks to all those involved in making it such a special evening. It was inspiring to hear each inductee share their experience of what cutting means to them. We were fortunate enough to welcome Taylor Sheridan as our keynote speaker. Taylor said several things that stuck in Jay's mind but one that resonated the most was when Taylor mentioned, "there is not a better event that has a better product than the cutting horse." This is a true testament to all who are involved in the great sport of cutting. The world has been a different place the past few years, not only have we incurred a multi-year worldwide pandemic we are now faced with rising costs of every aspect of our lives. Many of you in attendance are show producers and have intimately felt the rising costs to produce a show, others of you in this room are trainers, owners and competitors all of whom have also felt the rising costs of participating in this sport we all love. As an organization, our goals are multi-faceted, we need to focus on ability to maintain fair and equitable entry fee structures for our participants, we need to focus on the ability to produce and manage our shows according to schedules and spaces that best suit our needs and the needs of our equine athletes and most importantly we need to focus on the sustainability of this unique sport of cutting for future generations. To quote Taylor Sheridan again, "if you are focused on the past when dealing with the present, you have no future." To that end, the Executive Committee and I have been actively working on a partnership for the past several months that is interested in helping the NCHA achieve all the goals that Jay just mentioned. It gives Jay great pleasure to welcome Mayor Paul Paschall of Weatherford, Texas, the Weatherford City Manager James Hotopp and Trent Petty of Petty & Associates, a consultant for economic development and project management services to present an eye-opening opportunity for the National Cutting Horse Association to relocate its operations to Weatherford, Texas. As these concepts are preliminary the City of Weatherford is supportive and eager to continue discussions. Jay and the officers thanked the guest speakers of Weatherford, Texas for taking the time to come out and present these conceptual plans to the membership for consideration.

**PROOF OF DUE NOTICE**

President Ora Diehl provided the proof of due notice of this meeting that was emailed to all members on May 2, 2022, and also appeared in *The Cutting Horse Chatter, Spring Issue of 2022*.

## **DISPOSAL OF MINUTES**

A **MOTION** was made by Ted Sokol and **SECONDED** by Lachlan Perks to accept the minutes from *(Annual Meeting of the Board of Directors – August 2, 2021)* that appeared in *The Cutting Horse Chatter, October Issue of 2021*. **MOTION PASSED.**

## **PROPOSED BYLAW CHANGES**

The following three (3) proposed bylaw changes were proposed by the NCHA Governance Committee and duly noticed to all the Members in accordance with NCHA Rules on May 2, 2022.

### **PROPOSED BYLAW CHANGES #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.~~

**Due to some procedural confusion concerning whether this proposed Bylaw change should be considered since it was not approved by the directors, this proposed Bylaw change was not presented to the membership for a vote. (See minutes of Special Meeting of Members dated August 5, 2022.)**

## **PROPOSED BYLAW CHANGE #2**

---

~~(iii)~~ 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 David Pilcher and **SECONDED** by Tracy Barton to accept the proposed bylaw change as presented. After discussion, the Motion was voted on. **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 Mike Wood and **SECONDED** by David Pilcher to accept the proposed bylaw change as presented. After discussion, the Motion was voted on. **MOTION PASSED.**

### **STANDING COMMITTEE REPORTS**

The residing chairman from each of the NCHA Standing Committees gave a report on their committees meeting and recommendations from the Convention. These recommendations will be reviewed and considered for approval at the next Executive Committee meeting which will take place in the month of August.

1. Finance and Audit Committee – Mark Senn (former Chairman)
2. Affiliate Officers/Secretaries Committee – Jack Werner (interim Chairman at Convention)
3. Amateur Committee – Barnwell Ramsey (Vice Chairman)
4. Cattle Committee – Bronc Willoughby (NCHA Cattle Manager)

5. Judges Rules Committee – Tim Smith
6. Non-Professional Committee – Sherry Graham
7. Professional Trainers Committee – Cara Brewer
8. Stallion Owners & Breeders Committee – Suzi Rodoni-Silverberg
9. Approved LAE Show Producers Committee – Coleta Rosson
10. Weekend Show Committee – Bradey Davis
11. Governance Committee – Dan Agnew
12. Growth and Development Committee – Dean Rebhuhn
13. Limited Age Events Committee – Shianne Megel (NCHA Director of Shows)
14. Youth Committee – Kristen York (Vice Chairman)

### **NEW EXECUTIVE COMMITTEE MEMBERS & OFFICERS FOR 2022-2023**

- At-Large Member – Cara Brewer
- Region IV – John Lavelle
- Region V – Sharon Overstreet
- Region VIII – Kathleen Moore
- Vice President – Mark Senn
- President-Elect – Toddy Pitard
- President – Ted Sokol

### **RECOGNITION OF OUTGOING EXECUTIVE COMMITTEE MEMBERS**

President Ora Diehl recognized the outgoing members of the Executive Committee whose terms expired. She thanked them for their extended efforts and dedication to serving their regions on the Executive Committee and the NCHA. Byron Green, Matt Miller, and Tatum Rice (absent) were presented with a personalized GIST buckle set as a token of our appreciation.

### **75<sup>th</sup> ANNIVERSARY**

President Ora Diehl presented a challenge to the membership last fall for members to submit a statement about what they think the Founding Father's would say about the current NCHA. Prize for the winner selected anonymously by the Executive Committee would be a 75<sup>th</sup> Anniversary saddle awarded at the annual convention. Out of 37 comments submitted, the winner of the 75<sup>th</sup> Anniversary saddle on display at the annual convention is Jeremy Barwick, a Director out of Region VIII. You can read Jeremy's message submitted below:

*In the early years, Ray Smyth let us know that a horse could be bought for \$40. We can only imagine the conversation that could take place if Mr. Smyth were to meet with Mr. Billy Wolf who would share a story about his outstanding mare WOOD SHE BE MAGIC which sold for \$1,050,000 in 2020. Today's sires' offspring account for tens of millions of dollars in earnings. With advancing breeding techniques, NCHA members have raised the standard for cutting horses and have added value to these remarkable athletes.*

The history helps us become who we are and helps us evolve into who we want to be but never lets us forget.

## **OUTGOING PRESIDENT'S MESSAGE**

President Ora Diehl addressed the members of the association with a moving outgoing message. It's now time for Ora to say good-bye. As Ora reflected back, she emphasized that she was thankful and grateful for her family and friends that have supported her along this journey and shared her well but most of all with a crackling voice for the unconditional love of her husband Frank to stand by her side the entire way. She could highlight all the accomplishments this Executive Committee has made over the past year but focused on the great job that NCHA did with the hiring of Jay Winborn. Strong leadership in our Executive Director has allowed the Executive Committee to stand down and allow Jay to manage the day-to-day operations. Not only did we survive the global pandemic, but our lively hoods depend on our association and getting back to showing as soon as we did was a proven exhibition of the quality leader and supportive staff that we have at 260 Bailey. Ora highlighted and recognized some achievements at the office with our membership department that is thriving with at least 30% retainage of our free memberships, our IT is working daily on the improvements and implementation to balance and utilize the data in HUB, our Foundation is doing a great job on supporting our Youth, the judges department is on a way to being the best in the industry, and Ora can't express how proud she is with the processes and procedures that are in place with a well-run accounting department. The budgeting is better and allows the department heads access to an accurate tool to be held accountable, our show department managing the triple crowns in the black instead of in the red, the Stallion Foal program running independently and the weekend shows moving forward with the success of the National Circuit Program. The growth and participation of our affiliates is extremely encouraging right now and that is where generations are born being taught the culture and ways of the western lifestyle.

In closing, today and tomorrow and for the years to come, Ora will treasure the times spent with all of you and she is sincerely grateful that we are all a part of each other's worlds.

## **INCOMING PRESIDENT'S MESSAGE**

Incoming President Ted Sokol commented that coming in behind Ora will be a hard seat to follow. Ted expressed thanks to the members and directors present that took the time, the money and the energy to attend the convention. It is greatly appreciated by himself and the rest of the officers and Executive Committee behind him. For the past two years, Ted has had the privilege of working with Steve Norris, Ora Diehl and Jay Winborn and he feels really great with this association moving forward. There is consistency and he sees more and more in our future. To all the Past Presidents that offered their condolences, he thanks you. Ted hopes to survive it just like they have. Thanks to all and let's get ready to rock and roll.

## **EXECUTIVE DIRECTOR'S REPORT**

Executive Director Jay Winborn addressed the members with a little bit of a retrospective of some of the things that have not been able to be discussed. A lot of the things that Ora said you will find mirrored in my report. That is just a small testament to the kind of working relationship that we had together, and it has been fantastic. Jay looks forward to the same

opportunity with Ted, Toddy and Mark. This Executive Committee we have in place is aligned right now and when Jay first got here it was very fragmented. The past three years have been a little bit of a challenge. Right after being hired, we had to deal with a global pandemic and Jay was forced to change the way he planned to run this association. NCHA carried the torch for the other equine associations by being able to have a horse show in Will Rogers when everything was shut down. Jay has worked hard to make some necessary changes to the staff and with our accounting on the procedures they follow. Jay is happy to report that the accounting department is functioning at its highest level and everyone can see the high level of improvement in that area. It was priority number one for Jay to get that straightened out while the pandemonium was going on and he did not have a grow map and he did not have an accurate feel for what money we had and where we needed to cut to be able to grow in certain areas. These changes have allowed the association for the first time in many years to operate independently of the MERP program. When Jay started, he was handed a National Circuit Program that had been worked on for three years. Jay was pleased to be able to get that off the ground and running in six months with the help of a staff member Joshua Valdez. Jay wanted to give a shout out to Josh as he was instrumental in getting that program off the ground unfortunately is no longer with us on his own terms.

With the help of Jeremy Barwick of Western Bloodstock with horse sales and a great functioning finance committee we have been able to put money into our Futurity purse. Jay's hope is to repeat that for all our shows. Jay also expressed his appreciation to Shianne Megel and the show department for the outstanding job they do for us each day. Allowing our employees to handle the aspects of their job has been the groundwork of our success.

Now that the finances are more secure, Jay will direct his attention to some major initiatives in the judging and the cattle for our shows. Jay's goal is to have the best judges program in the equine industry and after the judges rules meeting at this convention, a renewed focus has been made to concentrate on accountability, education and the cultivation of new judges to grow our program. Jay encouraged all listening that if they or anyone they knew had an interest in judging to please contact the judges department to get certified. There are great challenges with securing cattle due to the rising costs of fuel and transportation, but this is not an area that Jay will let slide, he is determined to maintain the best cattle he can for our shows at an affordable cost for the NCHA.

In the months to come, you will see an improved state of our marketing and communications department. This area has been underserved in the past 24 months partly because of the pandemic and staffing changes. Jay has maintained control of this department as he wants to guide it over the next 12 to 24 months and will continue work closely with this group until he feels it can stand on its own. Plan is to better communicate with our memberships but to communicate and attract new members and sponsors as well.

Jay has spoken many a time about where we are in time and the attraction to our lifestyles. We must capture the hearts and minds of every individual to share our great sport of cutting and what we have to offer. That includes riding to the herd. We must do a better job of engaging our members and we will. Jay is very different than what most of our members are used to but it is what we need at this time for our success. The time is now, we must cease the day.

Jay believes in empowering his people and holding them accountable and not micro-managing them. We need to step outside of our box and look at ourselves with a different set of eyes on what our draw is. Only now are we starting to understand what it took to begin this association and attract people to it. And we need to learn how to apply that to this modern age. To boil it down, it is simple common-sense management and that is what Jay applies when our members tell us what we need to do, do not over complicate it. Keep our rules effective adjusting them as needed and most of all try to not come across as restrictive. Take care of your people, our members, our sponsors, our staff and our contractors. Treat them with respect and let them do their job and most of all be welcoming to the new members.

Jay would like to take a minute to thank some of the people that have been instrumental in helping him on his journey so far. Again to his staff who are all fabulous and make working at NCHA a pleasure. All staff is important to the NCHA and the engine on what keeps us together. To the Executive Committee and all the other committees that provide guidance and direction, and appreciation for Ron, Steve and Ora who have been by his side.

In closing, Jay is extremely proud of our accomplishments, and he states our because it has been an undertaking by many to get us where we are today. He is proud to be here and what we have done in looks forward to serving you, the members as we move forward.

### **NEW BUSINESS**

At this time, there was no new business to bring before the membership for discussion.

### **ADJOURNMENT**

There being no further business, **MOTION** was made by Frank Merrill and **SECONDED** by Matt Miller to adjourn the General Membership Meeting. **MOTION PASSED.**