

GENERAL MEMBERSHIP MEETING MINUTES
SATURDAY, FEBRUARY 25, 2017 – 10:00AM
CROWN PLAZA AIRPORT – INDIANAPOLIS IN

President Diana Peaton called the meeting to order and welcomed everyone to Indianapolis. National Directors were introduced. President's Remarks – KHS completed the independent financial annual review for POAC and prepared a report for the membership which is in the convention registration packets. Featherlite Trailers are once again the POAC Platinum Sponsor, contributing \$7500 this year. Grant Keys has signed another six month lease for the back of the POAC National Office building and his lease payment covers three-fourths of the POAC monthly mortgage payment. Kathy Trask (Horse Show for Windows Software) has met with Kelly in the office along with others to provide continued training for the point's software, and will be providing the 2017 POA Updates this weekend. The Hall of Fame Luncheon was Friday and it was a very emotional time for all. Eight ponies and two individuals were inducted into the 2017 Hall of Fame class. Gene Carr was recognized for receiving his fifty-five year POA Judges pin at the Color Breed International Judges Seminar in Tulsa Oklahoma last month. At this meeting today, members need to discuss what they want from POAC and what direction they want this club to go. We need to see a can-do attitude again. We need to ask the right questions, find positive answers, and take action to implement positive results. Actions need to be followed through from start to finish. Social media is hurting the organization. Be careful what you say when it is visible to all. Social media needs to have positive comments regarding the POA Organization. Today at this meeting, when recognized, you will be asked to give your name and region. There is a two minute time limit for all comments from the membership. Bylaws need to be changed, but the process needs to be thought through. Peaton ask for a show of hands for those that had their rule books with them. Rule books are important when making educated bylaw changes.

Financial Report – Treasurer Beverly Tabor reported that 2016 was a better year for POAC than 2015. Two National POAC events, the 2016 National Convention in Minnesota and the Eastern Classic in Tennessee, lost money. All other events met or went beyond expectations. POAC needs to grow their membership in 2017. The mortgage on the national office is now below \$40,000 and will be paid-in-full in less than four years. The new show, registration, and accounting software conversions have been completed and paid for in full, however the POAC still has maintenance agreements with the software providers. The KHS Accountant for POAC met with the Board of Directors this week and reviewed his recommendations. If you have any questions, you can ask a Board Member for clarification on the financial statements. Chris Chambers, SE Region, asked if a copy of the recommendations could be provided to the membership. Peaton asked the Board verbally if they would approve this report going to the membership. The Board gave their approval. This report will be made available on the POA website as soon as possible.

Proposed Bylaw Amendments – Scott Shingleton presented the following eleven proposals. The POAC attorney has looked over them and has approved them as written. These will go out to the entire membership. Think these through for what is best for the entire club and not just your regions. Michelle Tauson, NE Region, reminded the board that this is the first reading of these Bylaw Amendments so they can be discussed but will go out to the entire membership for voting. The membership here at this meeting can vote on these proposals if they choose to give a reflection of their thoughts on the bylaw changes.

- 1) Page 10 Article V Board of Directors Sec 3. Nomination of Directors ADD: D. A Nomination candidate MUST meet the necessary requisite of a State Inspector as outlined in Rule 28 B1. State Inspector Requirements. Discussion. Monte Byers, ME Region, asked how many inspectors there are now. The numbers are getting smaller. Gene Carr, MW Region, commented that inspection rights should be taken away from National Directors instead of making Directors be inspectors. Chris Chambers, SE Region, stated that Directors are supposed to hold inspection clinics at Regional and national events and encourage participation in becoming a state and national inspector. Jeanette Krueger, NW Region, stated that this bylaw proposal would limit the number of qualified persons from being a good Director. Kathy McKenzie, MA Region, added that current Bylaws require National Directors to become national inspectors. Chris Chambers, SE Region, said that he feels the bylaws need to be changed so that Board Members are not required to be National Inspectors. Chris Chambers, SE Region, made the following motion: Move for the Bylaws Committee to seek outside counsel from the POAC attorney regarding the risk of liability and/or conflict of interest to be required to have a state or national inspector inside or outside of their region where elected. If determined that there is a risk or conflict then the board is unable to be an inspector while in the elected position of the POAC National Board of Directors. Nancy Strunk seconded the motion. Discussion. Motion Passed by hand vote of 39 yes votes. Ken Tearman, ME Region, said he is concerned with removing the Board from being Inspectors. There will always be a conflict of interest even if the Board is not allowed to inspect. Gene Carr, MW Region, commented that he did not think this was true. Anyone that knows there is a conflict of interest simply should not inspect that animal. Rebecca Solberg, MW Region, moved to close debate. Michelle Tauson, NE Region, seconded the motion. Passed.
- 2) Change month of October and October meeting to fall meeting under: a. Article V. Sec 4 Election of Directors (page 10) - b. Article VIII Committees Sec 2 Hearing Committee (page 13) – c. Sec 2 Hearing Committee B. (page 13). Shingleton explained that some years the fall meeting needs to be in September. No further discussion.
- 3) Page 8 Article IV Meetings Sect. 2 - ...a notice regarding this meeting shall also be printed in the last issue of POA Magazine preceding the meeting date. ADD: ...a notice regarding this meeting shall also be posted on the POAC web site and printed in the last... Discussion. Gene Carr, MW Region, suggested that a date be set in which it needs to be posted by so that it is not done the day before a meeting. Peaton pointed out that the 40-day posting requirement is already in the rulebook.

- 4) Page 9 Article V Board of Directors Sec. 1. In General A. – there shall be 12 members on the Board of Directors, each elected to serve a three-year term. All shall be active members of the POAC. REPLACE WITH: There shall be 12 members on the Board of Directors, each elected to serve a three-year term. All shall be active members of the POAC. Board Member terms shall not exceed two consecutive three year terms. Discussion. Gene Carr, MW Region commented that he likes this proposal in theory but this is taking away the membership rights to have who they want on the Board. The membership should have the final decision of who sits on the Board. Jeanette Krueger, NW Region, said that she does not agree with this because some regions do not have enough people available to run and will not have proper representation. Michelle Tauson, NE Region, likes the term limits but there needs to be follow-through. If there is no other representation from the region, that current director should be allowed to continue to serve. Mamie Wheeler, NW Region, asked why a region wouldn't want to keep a good director in position. Kathy McKenzie, MA Region, said she agrees with Gene Carr. Lori Krome, MW Region, made a motion for the present meeting membership to take a vote on this bylaw change to give the entire membership some direction when ballots are mailed. Nancy Strunk, MW Region, seconded the motion. More Discussion. Charlene Astin, SE Region, is not in favor of any type of limits, and wants the best competent person representing their region. Gene Carr, MW Region pointed out that no names should be on the ballot when voting by paper ballot. A green ballot vote was taken with the results being 10 yes to approve this bylaw change and 47 no. This is the opinion of the group here at the Convention at this time.
- 5) Page 9 Article V Board of Directors Sec.2 Meeting of the Directors A. The Board of Directors shall hold meetings at the annual meeting of the POAC and shall meet on at least two other occasions during each year at a location and date to be fixed by the Board. The CEO shall send a written notice to the Board members at least 20 days prior to the date of the meeting. ADD: Board members may participate in non-annual meetings electronically. Discussion. Chris Chambers, SE Region, asked if this includes General Membership Meetings. Peaton stated that this did not include General Membership Meetings. Michelle Tauson, NE Region, stated that at a previous Board Meeting it was passed that the Board MAY meet electronically. President Peaton stated that it was her choice to not allow this. Nancy Strunk, MW Region, commented that she was disappointed with Thursday's Board Meeting because it was totally unorganized and no one listened to the president. This proposal would also limit those directors that live in areas where internet hot spots are not strong. Mamie Wheeler, NW Region, stated that attention span is a problem too when you have lengthy meetings electronically. Gene Carr, MW Region, asked how an executive session would be handled if necessary during an electronic meeting. Joyse Banister, ME Region, stated that it has been a problem at National events getting directors to help and it would even be worse if they do not have to physically attend a meeting. Rebecca Solberg, MW Region, asked for each director to give their opinion about electronic meetings. They were asked to answer two questions: 1) Do you have access to electronic technology, and 2) Are you in favor of all Board Meetings (not including the general membership meetings) to be electronic.
Diana – yes, no Scott – yes, no Beverly – yes, yes Kathy – yes, no Pam – yes, no Judy – yes, no Dawn – yes, no Janette – yes, no Kristen – yes, yes Tracy – yes, no Kim – yes, yes Ken – yes, no
Jeanette Krueger, NW Region, commented that she sat on the Board for eight years and it is her feeling that there needs to be face to face meetings. The cost of director travel can be expensive but directors know this is their responsibility. Mamie Wheeler, NW Region, added that it is difficult to get as much work done electronically as it is at a face to face meeting. Darrin Schaeffer, MW Region, asked why the Board doesn't want to meet electronically but posts notices and information electronically. Lori Krome, MW Region, said that the cost of mailing is high enough that electronic notices and information makes more sense. Julie Schaeffer, MW Region, said she is concerned with the timeliness of website updates. Chris Chambers, SE Region, stated that the Marketing Committee is going to recommend that they be allowed to take over the website to keep it more up to date.
- 6) Page 9 Article V Board of Directors Sec. 2 Meetings of Directors B. Special Meetings of the Board 2a. Notice of any called meeting shall be published in the monthly magazine of the corporation...REPLACE WITH: Notice of any called meeting shall be published in the magazine of the corporation and/or on the POAC web site... No Discussion.
- 7) Page 9 Article V Board of Directors Sec. 2. Meetings of the Directors ADD: C. Notice 1. Board members may elect to receive written notice of meetings by electronic mail by notifying the CEO in writing of such request. Discussion. Michelle Tauson, NE Region, commented that this was done by Past President Guthrie and the past minutes will support this. This still needs to be changed in the bylaws according to Scott Shingleton. No further discussion.
- 8) Page 10 Article V Board of Directors Sec. 3. Nominations of Directors B. The active members in each area shall vote to nominate candidates from their area. ADD: If an area is unable to identify a minimum of one candidate then the President will announce that an "At Large" Ballot will be conducted. All areas will be able to run for the "At Large" position and all areas will vote on the position. The CEO... Discussion. Jeanette Krueger, NW Region stated that she is totally against this because it is better to have no vote than to be represented by another area of the country. Charlene Astin, SE Region, agreed. Gene Carr, MW Region, said his region has three directors currently. If a small region got an at-large director, the MW Region could have four directors and that is wrong. He added that some from region want four directors on the Board and that is how this proposal got started. Peggy Lough, RM Region, added that her region is not in favor of this proposal. Chris Chambers, SE Region, made a motion to call for a vote from those members in attendance so the entire membership can know the feeling

of the general membership meeting. Nancy Strunk seconded the motion. Gold paper ballot results: 55 no (not for the bylaw proposal) and 4 yes.

- 9) Page 12 Article VI Officers Sec. 1 – they shall be members of the Board of Directors, elected by the Directors, to serve a term of one year REPLACE WITH: They shall be members of the Board of Directors, elected by the Directors, to serve three consecutive years in the same office. Discussion. This would make the four newly elected directors the only one's eligible to take an office. Lori Krome, MW Region, moved to close discussion. Chris Chambers, SE Region, seconded the motion. Unanimous. Motion passed.
- 10) Page 15 Article XII Magazine Sec. 1 - ...magazine that will be the official voice of the POAC...REPLACE WITH: Article XII Magazine/Web Site...magazine and/or POAC web site that will be the official voices of the POAC. Discussion. Chris Chambers, SE Region, moved to close discussion. Jeanette Krueger seconded the motion. Unanimous. Motion passed. Nancy Strunk, MW Region, asked how the magazine was going to be handled with the current editor leaving her position. Peaton commented that at this time it is still a bi-monthly magazine and POA is looking for a new editor, and the current magazine printer is going to be doing the layout for the March/April 2017 issue at a reduced cost for POAC.
- 11) Replace March 1 with January 1 – Article V Board of Directors Sec. 1.F. In General (page 9) and Article V Board of Directors Sec 4.1. Election of Directors (page 11). This is in reference to Director due dates for their memberships to fall in line with all other memberships. No discussion.

New Business:

Rebecca Solberg, MW Region, asked to discuss the poll results from the postcard that the membership received recently. Results of the postcard were read by Director Tabor. These results will be posted on the POA Website. Solberg questioned that with these results, what does the board plan to do with the non-pro, walk trot, and LP proposals that have been in front of them for quite some time. (Poll results for non-pro: 332 yes, 110 no, 18 no response --- walk/trot: 344 yes, 86 no, 29 no response --- LP Gene: 262 yes, 149 no, 49 no response). She added that the POA Accountant from KHS just told them that they had to find ways to increase the membership. Michelle Tauson, NE Region, asked each Board Member to reply 1) are you in favor of Non-Pro classes, 2) are you in favor of Adult Walk/Trot classes, and 3) are you in favor of giving positive LP Gene horses show rights. Peaton: yes, yes, yes Fears: yes, yes, yes (Fears also commented that POA is not a stepping stone breed and was offended that it was referred as this previously by President Peaton). Eigenberger: yes, yes, yes Tearman: yes, undecided, undecided Keen: yes, yes, yes...Keen added that she is concerned that some Board members are working to make sure this never gets to be voted on...this has to stop. Arends: yes, yes, yes but added there needs to be a designation between W/T/L and W/T. Walther: yes as long as adults follow same structure as youth, yes, no. Walther explained the current process for handling proposals and how it is acted upon. Katzenberger: yes as long as adults have to follow same structure as youth, yes, undecided. Barlet: yes, yes, no McKenzie: worried that adult classes will take over the breed. Asked why the 19 & Over program can't be expanded. Also concerned about non-profit status being jeopardized if adding too many more adult classes. Would want a separate adult pony fee to be added if adults start showing in more events such as non pro classes. W/T – yes, LP – possibly; Shingleton: yes, yes, no Tabor: yes, yes, yes Tauson thanked the directors for letting the membership know where they stand on these important issues even if we don't all agree. Chris Chambers, SE Region, asked for a show of hands from the Directors if they would vote for adding the non-pro proposal if designations were same as for the youth. All directors voted yes. (Fears was not present as she had to leave for the airport). Rebecca Solberg, MW Region, made a motion to approve the presented non-pro proposal with a designation inclusion between W/T and W/T/L as a three year trial with no changes for two years, and to be reviewed at the end of the second year. Cindy Meehan, MW Region, seconded the motion. Kathy Barringer, MW Region, asked to amend the motion to include that the designations would be at each show for W/T or W/T/L. Michelle Tauson, NE Region, seconded the amendment to the original motion. More discussion. Director McKenzie stated that according to IA non-profit laws, the membership cannot vote on anything that is not on the published agenda. Natalie Fredenburg, ME Region, commented that "New Business" allows for this vote. Director Tearman said that everyone wants this. If the club can't find a way to make this happen, the club may not be here in a few years. Director Keen asked President Peaton to reconvene the Board Meeting so that action can be taken on this today. Cindy Meehan, MW Region, asked to see in writing where it is that the club cannot vote on this today. Charlene Astin, SE Region, said that other breeds have added these classes to grow their clubs and increase revenue, and that is what POA needs to do also. A pink ballot vote was taken on the above motion made by Rebecca Solberg, MW Region, to approve the non-pro proposal with designations added. Voting results: 42 yes, 3 no. Not all Directors participated in this vote. She then asked if the Board could now vote on this proposal with the designation addition. Dawn Walther, as Rules Chairman, pointed out that on page 9, Article 5, Section 1c, these proposals are on the agenda for October because they are show rules. Director Keen then asked why it was not voted on last October. Jeff Hauser, ME Region, stated that this proposal has been around for five years. Boy high points at the Congress have been taken away within a year, yet non-pro proposal has been discussed for five years and can't get voted on. This makes no sense. Michelle Tauson, NE Region, made a motion to temporarily suspend the General Membership Meeting so that the National Board of Directors meeting could reconvene. Chris Chambers, SE Region, seconded the motion. Hand vote was unanimous. Motion passed.

At the conclusion of the Board Meeting session, Michelle Tauson, NE Region, made a motion to reconvene the General Membership Meeting. Lauren Chambers, SE Region, seconded the motion. Unanimous. Motion passed. Nancy Strunk, MW Region, asked the Board about the POA Magazine. President Peaton said that the Executive Committee and Publisher David Shaw are working together on the March/April issue and POA will pay \$600 for the layout (compared to \$1000 with the previous editor). Shaw met with the Board this week and gave them a proposal to move forward with the magazine and to keep it a bi-monthly publication.

The minutes from the youth meeting held in February 2016, the July 2016 agenda, and the July 2016 minutes were all produced to show that removal of boy/girl high point splits was done in accordance with the POA Bylaws and procedures that all other rule changes are held to. To clarify, there was some confusion among the membership that Boy High Points were removed at the 2017 POAC National Congress. Actually, the boy and girl high points have been combined, and both boys and girls are still eligible to receive high point awards.

Rebecca Solberg, MW Region, made a motion to remove all point designations from all approved POA Shows. Natalie Fredenburg, ME Region, seconded the motion. Discussion. Cindy Meehan, MW Region, said that you cannot charge two pony fees and not give points to both groups. Solberg added that designations are increasingly difficult for families to understand. A blue ballot vote was taken on this motion from the membership in attendance: 15 yes, 19 no.

Chris Chambers, SE Region, moved to adjourn to meeting. Rebecca Solberg seconded the motion. Unanimous. Motion passed.