

June 8, 2020 AERC BOD Meeting Minutes

Monica Chapman called the meeting to order at 8:05 pm. Board members present were Michael Campbell, Connie Caudill, Monica Chapman, Jessica Cobbley, Chalice Coward, Gordie Cowan, Dawn Hilliard, Susan Kasemeyer, Nick Kohut DVM, Bob Marshall DVM, Mike Maul, Angie Mikkelson, Stephanie Palmer-DuRoss, John Parke, Maribel Paulson, Naomi Preston, Heather Reynolds, Lisa Schneider, Christoph Schork, Jan Stevens, Vance Stine, and Tim Worden. Also present were Executive Director Kathleen Henkel and Kyra DeMartini.

Connie Caudill made a motion to accept the agenda, Susan Kasemeyer seconded. Motion passed.

Michael Campbell made a motion to approve the Board meeting minutes from the May 26, 2020, meeting, seconded by Susan Kasemeyer. Motion passed with one abstention.

Connie Caudill made a motion, which was seconded by Susan Kasemeyer, to excuse Olin Balch DVM, due to travel, and to excuse Mollie Krumlaw-Smith and Susan Garlinghouse DVM due to work schedule conflict. Motion passed with one against.

Olin Balch DVM, Andrew Gerhard and Susan Garlinghouse DVM were able to join the meeting a few minutes late.

Kathleen Henkel reported on the progress of the office move. She hopes to have everything in place soon and has been busy with the unpacking. The staff is working hard to get the phones and the internet set up.

Monica Chapman updated the Board on the Executive Committee's approval to add a 25-mile distance to the June 26 Spruce Creek ride.

Monica Chapman announced that she would like to appoint Kathleen Henkel as chair of the Membership Committee. This appointment replaces Angie Mikkelson and Tim Worden who have stepped down due to busy work schedules.

Michael Campbell made a motion to approve this appointment, Vance Stine seconded. Motion passed unanimously.

Monica Chapman gave a report from Mollie Krumlaw-Smith, who said she did not expect anything soon concerning the AERC Legacy Foundation because the Covid19 virus has slowed the progress. Kathleen Henkel indicated that she had signed the IRS tax form and mailed it.

The Board revisited the Sanctioning Committee's motion from April 13, 2020, that called for suspending the 2020 National Awards. (The complete motion is in the April 13, 2020 minutes).

Discussion was held. According to Kathleen Henkel the cost of National Awards is \$3,500. Some felt if the convention is held that AERC should award not only regional but also national awards. Some felt since some regions still had not been able to have a ride this season that it would not be fair. Kathleen Henkel stated that the regional awards could be given at the awards banquet and we could make it nice.

Connie Caudill made a motion to defer this decision until the Midyear meeting in August when we will have a better picture of which rides have been cancelled. Christoph Schork seconded. Motioned passed unanimously. AERC will make a decision in September whether or not to have the San Antonio convention.

Monica Chapman led the Board in a discussion on some bylaw revisions.

Board size-

At the previous Board meeting, the Rules Committee was asked to bring options to the Board regarding Board size. They presented the following options:

1. Reduce the number of regions below 9 by redrawing region boundaries or combining regions. This would require a vote by the membership.
2. Eliminate or reduce the number of Directors at Large. This would require a bylaws change.
3. Reduce the number of Regional Directors from 2 to 1 with an elected associate director to assist with regional duties such as sanctioning director and to vote in the absence of the regional director. Associate directors would attend all board meetings but not speak unless the director is absent. This would require a bylaws change.
4. Maintain current board size and composition.
5. Number of directors determined by number of members per region. Would require a bylaws change.
6. For low population regions, merge directors with a nearby region. Would require a bylaws change.
7. Adjust region boundaries. Requires board action only. Redrawing boundaries could be done to achieve a more equal percent of members in each region.
8. Vote by region with regional directors collaborating on their votes. DALs could collaborate with regional directors or with one another by time zone. Would require a bylaws change.

After a lengthy and thorough discussion, the majority of the Board thought the current size of the Board gave each region proper representation and much needed workers. A straw vote was taken, 20 to 3 were in favor of keeping the Board the current size.

Special meetings-

Current Bylaw:

“7.08. Special meetings of the Board may be called by the President or any three Directors. Special meetings shall be held on 25 days’ notice by first-class mail, postage prepaid, or on 20 days’ notice delivered personally or by telephone, telegraph, e-mail, or facsimile. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the Conference records or made a part of the minutes of the meetings. The notice must state the date and time of the meeting, though the purpose of the meeting need not be stated.”

Proposed Changes by Governance Group

“7.08 Special meetings of the Board may be called by the President or any five Directors. Special meetings shall be held on 25 days’ notice by first-class mail, postage prepaid, or 10 days’ notice delivered personally or by telephone, e-mail or facsimile. Notice of the special meeting need not be given to or will be deemed waived by, any Director who signs a waiver of notice or a written consent to holding the meeting; who attends the meeting without protesting the lack of notice, prior to or at its commencement; or approves the minutes after the meeting. All such waivers, consents, and approvals shall be filed with the Conference records or made a part of the minutes of the meetings. The notice must state the date and time of the meeting, though the purpose of the meeting need not be stated.”

Discussion was held concerning the number of directors it takes to call a special meeting and how many days' notice has to be given. During the thorough discussion, a compromise was presented by John Parke. He proposed that it would take 5 directors (not 3 or 10) to call a meeting. The meeting could be called in 5 days (not 10) if all members were notified electronically or 10 days if notified by US Mail. The proposal was seconded by Gordie Cowan. Motion passed with all in favor except one No vote.

Gordie Cowan requested his item about Publishing the meeting agenda be tabled until the next meeting. He would like to do some research and generate discussion on the Board list.

Ride Managers group will discuss with their committee how many ride managers are not riders and if we should look into a different category of membership. Due date – Fall 2020 (after this year's finances are better understood.)

Monica Chapman had the Board go into executive session at 9:10 pm. At 9:22 pm John Parke made a motion to come out of executive session and to adjourn the meeting. Seconded by Jessica Cobbley. Motion passed.

Respectfully submitted by Connie Caudill